



## STERLITE TECHNOLOGIES LIMITED

CIN - L31300PN2000PLC202408

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Pune - 411001 Maharashtra, India

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## Notice

**NOTICE** is hereby given that the Twenty Third Annual General Meeting ("AGM") of the members of Sterlite Technologies Limited will be held on Friday, August 26, 2022 at 9.00 A.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, 2022 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, 2022 and the Report of the Auditors thereon.
2. To declare Dividend of ₹ 0.50/- per Equity Share of the face value of Rs. 2 each for the financial year ended March 31, 2022.
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 re-appoint statutory auditors of the Company and fix their remuneration for a second term of Five consecutive years.

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

#### Ordinary Resolution:

**"RESOLVED** that pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016) ('PWC') be and are hereby appointed as the statutory auditors of the Company for a second term of 5 (five) consecutive years to hold office from the conclusion of this (23<sup>rd</sup>) annual general meeting until the conclusion of the 28<sup>th</sup> annual general meeting of the Company.

**RESOLVED FURTHER** the Board of Directors and/or the Audit Committee be and are hereby authorized to determine the remuneration payable to the Statutory Auditors and do all acts, matters, deeds and things as may be necessary, desirable and expedient to give effect to this resolution."

### SPECIAL BUSINESS:

#### 5. Appointment of Mr. Ankit Agarwal as Managing Director

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, 203 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 to the Companies Act, 2013, Mr. Ankit Agarwal (DIN 03344202), who was holding position of Whole-Time Director was appointed by the Board of Directors as Managing Director and Key Managerial Personnel (KMP) with effect from October 08, 2021, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Managing Director and KMP of the Company, liable to retire by rotation, for a period of 5 (five) consecutive years with effect from October 08, 2021 upto October 07, 2026, on the terms and conditions including remuneration, as contained in the draft of the Agreement to be entered into between the Company and Mr. Ankit 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. Ankit Agarwal, subject to the same not exceeding the applicable limits as specified in

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Section 197 read with Schedule V to 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. Re-appointment of Mr. Sandip Das as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Rules made there under, read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment thereof, for the time being in force], Mr. Sandip Das (DIN 00116303), in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 2(two) consecutive years with effect from October 16, 2022 upto October 15, 2024.

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

### 7. Ratification of 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 for ratification of remuneration of ₹ 110,000/- 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 2022-23.

**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.”

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

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(a), 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (“Companies Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”) on which the equity shares having face value of ₹ 2/- each of the Company (“Equity Shares”) are listed, the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, as amended (the “FEMA”), including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, Foreign Exchange Management (Debt Instruments) Rules, 2019, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, as amended, the extant Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government

of India, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, (the **“Debt Listing Regulations”**), the Reserve Bank of India Master Directions on Foreign Investment in India, 2018 and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs (**“MCA”**), the relevant Registrar of Companies, Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**), Government of India (**“GoI”**), Stock Exchanges and / or any competent statutory, regulatory, governmental or any other authorities, whether in India or abroad (herein referred to as **“Applicable Regulatory Authorities”**), from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any or all of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**), which term shall include any committee thereof which the Board may duly have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent, authority and approval of the Members of the Company, be and is hereby accorded to the Board and the Board be and is hereby authorised to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, or such part of issue and for such categories of persons, including employees, as may be permitted) with or without green show option, such number of Equity Shares and equity linked instruments, including convertible preference shares, non-convertible debt instruments along with warrants, fully convertible debentures, partly convertible debentures, and/or any other securities convertible into Equity Shares (including warrants or otherwise), Global Depository Receipts (**“GDRs”**), American Depository Receipts (**“ADRs”**), Foreign Currency Convertible Bonds (**“FCCBs”**), (all of which are hereinafter collectively referred to as **“Securities”**) or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in one or more foreign currencies in the course of international and / or domestic offerings, in one or more foreign markets and/or domestic markets, through public and/ or private offerings and/or rights offering and/ or by way of Qualified Institutions Placement (**“QIP”**), or any combination thereof, through issue of prospectus

and/or preliminary placement document, placement document and/or other permissible/ requisite offer documents to any eligible person, including Qualified Institutional Buyers (**“QIBs”**) as defined under the SEBI ICDR Regulations in accordance with Chapter VI of the SEBI Regulations, or otherwise, including foreign/ resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, stabilizing agents, pension funds and/ or any other categories of investors, whether they be holders of Securities of the Company or not (collectively called the **“Investors”**), as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate consideration of up to **₹ 1,000 crores** (Rupees One Thousand Crores only) (inclusive of such premium as may be fixed on such Securities) at such time or times, at such price or prices, at a discount or premium to market price or prices, as permitted under applicable laws and in such manner and on such terms and conditions including security, rate of interest etc. and any other matters incidental thereto 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 of Securities shall be made to the exclusion of other categories of Investors at the time of such creation, offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with book running lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and/or to be appointed by the Board, in foreign currency and/ or equivalent Indian Rupees as may be determined by the Board, or in any convertible foreign currency, as the Board in its absolute discretion may deem fit and appropriate (the **“Issue”**).

**RESOLVED FURTHER THAT** if any issue of Securities is made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations:

- (a) the allotment of the Securities, or any combination of Securities as may be decided by the Board, shall be completed within 365 days from the date of passing of the special resolution by the Members or such other time as may be allowed under the SEBI ICDR Regulations from time to time;

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- (b) the Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the SEBI ICDR Regulations;
  - (c) the relevant date for the purpose of pricing of the Securities shall be the date of the meeting in which the Board decides to open the QIP and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;
  - (d) no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall not be less than two, where the issue size is less than or equal to ₹ 250 crores and five, where the issue size is greater than ₹ 250 crores, in accordance with Chapter VI of the SEBI ICDR Regulations;
  - (e) in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to QIBs under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board (or relevant committee thereof) decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures or any other date in accordance with applicable law and such Securities shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations; and
  - (f) the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations.
- RESOLVED FURTHER THAT** if any issue of Securities is made by way of a rights issue to the existing shareholders of the Company as on a record date to be determined, including reservation of Equity Shares in favour of holders of outstanding convertible debt instruments, if any, as on a record date to be determined, in terms of Chapter III of the SEBI ICDR Regulations (“**Rights Issue**”), the same shall be on such other terms and conditions as may be mentioned in the draft letter of offer and letter of offer to be issued by the Company in respect of the Rights Issue, including:
- (a) rights to the existing shareholders to whom the offer is made to renounce, the Equity Shares being offered, in favour of any other person(s);
  - (b) the persons to whom the Equity Shares are being issued shall be entitled to apply for additional Equity Shares in the Rights Issue;
  - (c) the manner in which allotment of the additional Equity Shares, if any, shall be made in the proportion to be decided by the Board at its discretion;
  - (d) the Equity Shares so created, offered, issued, and allotted shall rank pari passu in all respects with the existing Equity Shares of the Company except for payment of dividend which will be pro-rata from the date of allotment and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;
  - (e) the Board may dispose of the unsubscribed portion in such manner as it may think most beneficial to the Company;
  - (f) all monies received out of Rights Issue shall be transferred to a separate bank account maintained by the Company for the purpose of the Rights Issue;
  - (g) the Company shall utilize the monies received pursuant to the Rights Issue upon a confirmation from the lead manager(s) to the bankers by way of copies of listing and trading approvals that all formalities in connection with the issue have been completed, in accordance with the provisions of the SEBI ICDR Regulations and other applicable laws;
  - (h) details of all monies utilised out of the Rights Issue referred to in (g) hereinabove shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilized, or in any other manner as may be required under the applicable laws; and
  - (i) details of all unutilised monies out of the Rights Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilised monies have been invested, or in

any other manner as may be required under the applicable laws.

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

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

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolution the Equity Shares that may be issued by the Company (including issuance of the Equity Shares pursuant to conversion of any Securities, as the case may be in accordance with the terms of the offering) shall rank pari passu with the existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in

accordance with the Depository Receipts Scheme, 2014 (including any amendment or replacement/ substitution thereof) and other applicable pricing provisions issued by the Ministry of Finance.

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

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions:

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

**RESOLVED FURTHER THAT** for the purpose of giving effect to any creation, offer, issue or allotment of Equity Shares and/ or Securities or instruments representing the same, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities, on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval 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

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terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines 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** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to negotiate, modify, sign, execute, register, deliver including sign any declarations required in connection with the private placement offer letter, information memorandum, draft prospectus, prospectus, the draft offer document, abridged prospectus, offer letter, offer document, offer circular, preliminary placement document or placement document for issue of the Securities, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking/indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) (the **“Transaction Documents”**) (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the **“Ancillary Documents”**) as may be necessary or required for the aforesaid purpose including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Securities in one or more tranches from time to time and matters connected therewith.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint lead managers, underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, escrow agents and

all such agencies as are or may be required to be appointed, involved or concerned in the issue and allotment of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.

**RESOLVED FURTHER THAT** the Board of Directors or person(s) as may be authorized by the Board, be and is/are hereby severally authorized to do all such acts, deeds, matters and things as it may be considered necessary, desirable or expedient including to resolve and settle any questions and difficulties that may arise in connection with the proposed creation, offer, issue and allotment of the Securities (including in relation to the issue of such Securities in one or more tranches from time to time) and the utilization of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to a committee of the Board or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the issue(s) and settle any questions or difficulties that may arise in regard to the issue(s).”

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

Place: Mumbai  
Date: April 28, 2022

**Amit Deshpande**  
Corporate General Counsel &  
Company Secretary

**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, 20/2020 02/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022 respectively, issued by the Ministry of Corporate Affairs and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/DDHS/DDHS/CIR/P/2021/21 dated February 26, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 respectively issued by the Securities and Exchange Board of India (hereinafter collectively referred to as "Applicable Circulars"), 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 be available for this AGM. However, Corporate Members are entitled to appoint authorised representatives under section 113 of the Companies Act 2013 ("Act"), 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 Limited, ("KFintech") 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 2021-22 will also be available on the Company's website [www.stl.tech](http://www.stl.tech), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFintech at <https://evoting.kfintech.com>.
6. The deemed venue for the 23<sup>rd</sup> AGM shall be the Registered Office of the Company at 4<sup>th</sup> Floor, Godrej Millennium, Koregaon Road 9, STS 12/1,Pune - 411001.
7. Shareholders who have not registered their e-mail address or registered an incorrect email address and in consequence Notice of the AGM and Annual Report could not be serviced, may also temporarily get their email address and mobile number provided with KFintech, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for sending 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](mailto:einward.ris@kfintech.com) for obtaining the Notice of the AGM and Annual Report by email/ physical copy.
8. The Register of Members and Share Transfer Books will remain closed from Wednesday, August 24, 2022 to Friday, August 26, 2022 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
9. If Dividend on Equity Shares as recommended by the Board of Directors for the financial year ended March 31, 2022 is approved at the AGM, payment of such dividend will be made within a period of 30 days from the date of declaration as under –
  - a) To all Beneficial Owners in respect of shares held in 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 Tuesday, August 23, 2022.
  - 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 Tuesday, August 23, 2022.
10. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. 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:

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- a) 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
  - b) with KFintech, if shares are held in physical mode, by submitting duly filled in Form ISR-1 along with the (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.
11. 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 KFintech, which can be accessed at <https://ris.kfintech.com/form15>. For details, Members may refer to the "Communication on TDS on Dividend Distribution" being sent with this Notice of AGM.
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 Registrar and Share Transfer Agent. Changes intimated to the Depository Participant will automatically get reflected in the Company's records which will help the Company and its Registrar and Share Transfer Agent to provide efficient and better service to the Members. Members holding shares in physical form are requested to advise such changes, if any, to KFintech.
13. MCA and SEBI has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. except in case of request received for transmission or transposition and relogged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. Members holding shares in physical form are advised to avail of the facility of dematerialization by contacting a Depository Participant of their choice.
14. Pursuant to section 72 of the Act read with SEBI circular dated November 03, 2021 and clarification circular dated December 14, 2021, members holding shares in physical form are advised to update their nomination details in prescribed form SH-13, SH-14 (Cancellation or variation of nomination) or Form ISR-3 (Declaration to opt out). These forms can be downloaded from the website of the Company or KFintech.
15. 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 KFintech.
16. Non-Resident Indian Members are requested to inform KFintech, 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.
17. 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 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.
- The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2013-14, 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, 2022 are uploaded on the website of the Company and can be accessed through the link [https://www.stl.tech/latest\\_disclosure.html](https://www.stl.tech/latest_disclosure.html). Members who have not so far encashed their dividend warrants for the years from 2014-15 to 2021-22 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
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
2020-21	October 2, 2028
2021-22	October 2, 2029

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](http://www.iepf.gov.in).

18. 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.

19. As required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), and Secretarial Standard 2 on General Meetings, details in respect of Directors seeking re-appointment at the AGM, are separately annexed hereto.
20. All documents referred to in the above Notice and Explanatory Statement will be available electronically for inspection for Members between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the voting results. Members seeking to inspect such documents can send an e-mail to [secretarial@stl.tech](mailto:secretarial@stl.tech)
21. 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**

Place: Mumbai  
Date: April 28, 2022

**Amit Deshpande**  
Corporate General Counsel &  
Company Secretary

## Notice contd.

### DETAILS OF DIRECTORS SEEKING APPOINTMENT AND RE-APPOINTMENT AT THE AGM

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

(Particulars as on April 1, 2022)

Name of the Director	Mr. Pravin Agarwal	Mr. Ankit Agarwal	Mr. Sandip Das
Age	67 Years	38 Years	64 Years
DIN	00022096	03344202	00116303
Date of Birth	October 16, 1954	December 1, 1983	January 11, 1958
Date of first appointment on the Board	October 30, 2006	January 20, 2021	October 16, 2017
Experience including expertise in specific functional area)/Brief Resume	<p>Pravin Agarwal is the Vice Chairman and Whole-time Director of STL, 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. He 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.</p> <p>He is an astute businessman and a leader with almost four decades of experience.</p>	<p>A deep believer in innovation and a customer-first approach, Ankit is a thought leader in the evolving optical and radio digital network space. As the Managing Director of STL, he guides the strategic roadmap of the Company. He played a crucial role in STL's global expansion, helping establish the Company's presence in over 100 countries. He executed strategic joint ventures, M&amp;As and greenfield projects across Brazil, China and Italy. An Economic Times '40 under Forty' business leader, he is committed to D&amp;I and environmental sustainability. Under his stewardship, STL became 'zero waste to landfill' certified and is now on its way to becoming a net zero emissions company by 2030. Prior to STL, Ankit led the Corporate Strategy of Vedanta Resources and played a key role in Vedanta's strategic transactions, including its US\$8.6 billion acquisition of Cairn India, and US\$2.6 billion bid for ASARCO. During his time at Deutsche Bank (London), he played a significant role in cross-border transactions such as Tata Steel's acquisition of Corus for US\$12 billion and Eurasian Natural Resources' US\$2.7 billion IPO. He holds a Bachelor's degree from the University of Southern California and an MBA degree from London Business School.</p>	<p>Sandip Das is one of Asia's most respected telecommunications professionals and an acclaimed Chief Executive. He was listed among the top 100 Globally Most Powerful Leaders in Telecom by Global Telecom magazine for four years. He is currently an Independent Board Director for Greenlam Industries, Senior Advisor to Analysys Mason, Advisor to a high-profile, UK-based advisory company and on the Advisory Board of reputation management firm Astrum. He also holds positions like Mentor to C suite executives, and is a Member National Board Council (Russell Reynolds), besides consulting for investment companies.</p> <p>He was formerly the MD, CEO &amp; Board Director of Reliance Jio, Group CEO and Executive Director of Maxis Communications Berhad, Malaysia and CEO &amp; Board Director of Hutchison Essar Telecom, India (Orange, Hutch). He holds a BE degree in Mechanical Engineering from NIT Rourkela, an MBA from the Faculty of Management Studies (FMS), University of Delhi and is an Advanced Management Program alumni from Harvard Business School.</p>
Justification for choosing for appointment as Independent Director	NA	NA	Based on the skills, experience, knowledge and report of his performance evaluation
Remuneration last drawn	As mentioned in the Corporate Governance Report		
Remuneration proposed to be paid **	As per Item No 3 of the Notice of this meeting, he is proposed to be reappointed as director liable to retire by rotation	As per Item No. 5 of the Notice of this meeting read with explanatory statement	As per Item No.6 of the Notice of this meeting read with explanatory statement
Terms and Conditions of Appointment/ Re-appointment	As per Item No. 3 of the Notice of this meeting read with explanatory statement, he is proposed to be re-appointed as Whole-time Director, liable to retire by rotation.	As per Item No 5 of the Notice of this meeting, he is proposed to be appointed as Managing Director of the Company for a period of 5 (five) years commencing October 08, 2021, liable to retire by rotation	As per Item No 6 of the Notice of this meeting read with explanatory statement, he is proposed to be re-appointed as Independent Director for a period of 2 years from October 16, 2022, not liable to retire by rotation

Name of the Director	Mr. Pravin Agarwal	Mr. Ankit Agarwal	Mr. Sandip Das
Directorships in other Companies (Excluding Foreign Companies)	1. Twin Star Display Technologies Limited 2. Sterlite Power Transmission Limited	1. STL Optical Tech Limited 2. STL Digital Limited 3. STL Networks Limited 4. Twin Star Display Technologies Limited 5. Sterlite Innovative Solutions Limited 6. Sterlite Tech Cables Solutions Limited	1. Greenlam Industries Limited
Resignation during past 3 years from listed companies	Nil	Nil	Nil
Memberships / Chairmanships of other companies	Nil	Nil	Greenlam Industries Limited Audit Committee- Member Nomination & Remuneration Committee- Chairman
No. of shares held in the Company (including as a beneficial owner for non-executive director)	50,000	8,38,676	8,290
Relationship with other Directors/KMPs	Father of Mr. Ankit Agarwal, Managing Director	Son of Mr. Pravin Agarwal	Nil
No. of Board Meetings attended during the year	06	06	06

\*\*Excluding sitting fees for attending meetings

## EXPLANATORY STATEMENT

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

### ITEM 4

M/s Price Waterhouse Chartered Accountants LLP ('PWC') were appointed as the Statutory Auditors of the Company at the 18<sup>th</sup> Annual General Meeting held on July 04, 2017 till the conclusion of the 23<sup>rd</sup> Annual General Meeting of the Company to be held for Financial Year 2022 covering one term of five consecutive years.

Accordingly, the first term of five years of PWC will expire at the conclusion of ensuing Annual General Meeting. PWC are eligible for re-appointment for a further period of five years. PWC have given their consent for their re-appointment as Statutory Auditors of the Company and has issued certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. PWC have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As confirmed to Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company and its subsidiary according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit. PWC is a firm

of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Firm was established in the year 1991 and was converted into a limited liability partnership in the year 2014. The registered office of the Firm is at Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi - 110 002 and has ten branch offices in various cities in India. The Firm is primarily engaged in providing auditing and other assurance services to its clients and is a member firm of Price Waterhouse & Affiliates, a network of firms registered with the Institute of Chartered Accountants of India having Network Registration No. NRN/E/14. Price Waterhouse & Affiliates is a network of eleven separate, distinct and independent Indian chartered accountant firms, each of which is registered with the Institute of Chartered Accountants of India. The Firm has more than 75 Assurance Partners as at April 1, 2022. It has a valid peer review certificate and audits various companies listed on stock exchanges in India.

Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to re-appoint PWC having registration No. 012754N/N500016 as an auditors of the Company for the second term of five consecutive years from the conclusion of 23<sup>rd</sup> Annual General Meeting till the conclusion of 28<sup>th</sup> Annual General Meeting of the Financial Year 2027 on such terms and conditions as may be mutually agreed. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be

## Notice contd.

mutually agreed with the Statutory Auditors. It is proposed to pay fees of around ₹129.8 Lacs for statutory audit and Limited Review for FY 23.

The Board recommends the resolution set out in Item No. 4 of the Notice for the approval of the members of the Company by way of ordinary resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

### ITEM 5

The Company had appointed Mr. Ankit Agarwal as Whole-time Director of the Company effective January 20, 2021 at the 22<sup>nd</sup> Annual General Meeting held on August 26, 2021.

Upon recommendation of Nomination and Remuneration Committee, Board of Directors approved appointment of Mr. Ankit Agarwal as Managing Director and Key Managerial Personnel of the Company for a period of 5 (five) consecutive years with effect from October 08, 2021 upto October 07, 2026, in accordance with the provisions of Sections 196, 197 and 203 and Schedule V to the Act. All the other terms of appointment of Mr. Ankit Agarwal including the remuneration remains the same as approved by the Members in the Annual General Meeting held on August 26, 2021.

Brief profile of Mr. Ankit Agarwal is given as a part of the Annual Report. Relevant details under the Listing Regulations and SS-2, issued by the Institute of Company Secretaries of India, have been also provided elsewhere in this Notice. Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Ankit Agarwal has been received by the Company.

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

- I. Period of Appointment: October 08, 2021 to October 07, 2026
- II. Remuneration:
  1. Salary and Personal Allowance:

Basic Salary and Personal Allowance payable to Mr. Ankit Agarwal shall be subject to a maximum limit of ₹ 10,00,00,000/- (Rupees Ten 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. Ankit 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 and such perquisites as may be recommended by the NRC and approved by 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. Ankit 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. Ankit 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 remuneration limits are proposed for approval considering five years horizon. Current remuneration of Mr. Ankit Agarwal is ₹ 3.72 Crores which is in line with Industry peers. The Nomination and Remuneration Committee while approving the actual remuneration considers all aspects [Company performance, Growth, Benchmarking etc.].

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

For purposes of leave accumulation, gratuity, provident fund, superannuation and other benefits, the services of Mr. Ankit Agarwal will be considered as continuous and 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 to the Act and subject to applicable laws and such sanctions and approvals as may be required.

### Other Terms

- a. The Managing Director shall be entitled to compensation for loss of office as provided in Section 202 of the Act.
- b. No sitting fees shall be paid to the Managing Director for attending meetings of the Board of Directors or any Committee of the Board.
- c. The contract of appointment of Mr. Ankit Agarwal is terminable by either the Board of Directors or by Mr. Ankit Agarwal giving to the other 90 days' notice in writing.
- d. In order to comply with the provision of Section 152 of the Act, regarding number of Directors liable to retire by rotation, Mr. Ankit Agarwal will be considered to be liable to retire by rotation.
- e. The Managing 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 Managing 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 Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

Mr. Ankit 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 Act, the Board believes that the Company continues to grow extensively under the guidance of Mr. Ankit 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. 5 of the Notice for your approval.

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

Mr. Ankit Agarwal is interested in his appointment. In addition, Mr. Pravin Agarwal being father of Mr. Ankit 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. 5 of this Notice.

### ITEM 6

Members of the Company, in the AGM held on June 26, 2018 had approved appointment of Mr. Sandip Das as Independent Director for a period of five years from October 16, 2017 upto October 15, 2022. Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on April 28, 2022, approved the re-appointment of Mr. Sandip Das as an Independent Director of the Company for a second term of two consecutive years with effect from October 16, 2022 to October 15, 2024 based on the skills, experience, knowledge and report of his performance evaluation. The re-appointment is subject to the approval of the shareholders at this AGM by way of a Special Resolution. He will not be liable to retire by rotation.

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

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

The Board is of the opinion that Mr. Sandip Das possesses the requisite skills, experience and knowledge relevant to the Company's business. Considering the significant benefits reaped by the Company from his experience, expertise and mature advice to the business of the Company during his tenure as an independent director, it would be of immense benefit to the Company to continue to have his association with the Company as an independent director

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of the Company. The Board recommends continuation of appointment of Mr. Sandip Das as an independent director of the Company for a further period of 2 years from October 16, 2022.

In the opinion of the Board, Mr. Sandip Das fulfills the conditions specified in the Act and the Rules thereunder and the Listing Regulations and is independent of the Management. Copy of the draft letter for his appointment 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, <https://www.stl.tech/>

The Board recommends the appointment Mr. Das as an Independent Director as set out in Item No. 6 for the approval of the shareholders.

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

### ITEM 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 2022-23, at a remuneration of ₹ 110,000 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.

### ITEM 8

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

In order to enable the Company to raise funds through a public issue and/or private offering and/or rights offering and/or qualified institutions placement or any combination thereof, the approval of the Members is hereby sought for the proposal to create, offer, issue and allot equity shares of the Company of face value of ₹ 2/- each ("Equity Shares") and equity linked instruments, including convertible preference shares, non-convertible debt instruments along with warrants, fully convertible debentures, partly convertible debentures, and/or any other securities convertible into equity shares (including warrants or otherwise), global depository receipts ("GDRs"), American depository receipts ("ADRs"), foreign currency convertible bonds ("FCCBs") (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, to eligible investors, whether they be holders of Equity Shares or not, as may be decided by the Board in its discretion and permitted under applicable laws, for an aggregate consideration of up to ₹ 1,000 Crores (Rupees One Thousand Crores only) or equivalent thereof, in one or more foreign currency(ies).

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

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

In case of issuance of ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Depository Receipts

Scheme, 2014 and other applicable pricing provisions issued by the Ministry of Finance.

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

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

The proceeds of the proposed issue of Equity Shares shall be utilized for incurring capital expenditure on expansion projects, payment of outstanding dues, repayment or prepayment of borrowings, funding inorganic growth opportunities, and other general corporate purposes including working capital requirements, brand building and strengthening of our existing manufacturing capabilities, including expenses and maintenance of plants and machineries and research and development, as may be required.

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

The Resolution at Item No. 8 is an enabling resolution conferring authority on the Board to do all acts and deeds, which may be required to issue/offer Securities of appropriate nature at appropriate time, including the size, structure, price and timing of the issue(s) /offer(s) at the appropriate time(s). The detailed terms and conditions for the domestic/international offering will be determined in consultation with the lead managers, merchant bankers, global business coordinators, guarantors, consultants, advisors, underwriters and/or such other intermediaries as may be appointed for the issue/offer. Wherever necessary and applicable, the pricing of the issue/offer will be finalized in accordance with applicable guidelines in force. As and when the Board takes a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the SEBI Listing Regulations.

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

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

The Directors accordingly recommend this special resolution at Item No. 8 of the accompanying Notice for the approval of the Members of the Company.

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

Place: Mumbai  
Date: April 28, 2022

**Amit Deshpande**  
Corporate General Counsel &  
Company Secretary

## 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 ("Act"), 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 KFintech 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. In terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

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- iv. 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”.
- v. 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 : 10:00 a.m. on Tuesday, August 23, 2022.
- End of remote e-voting: 5:00 p.m. on Thursday, August 25, 2022.

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 KFintech upon expiry of the aforesaid period.

- vi. 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 Friday, August 19, 2022. 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. Friday, August 19, 2022 only shall be entitled to avail the facility of remote e-voting / e-voting during the meeting.
- vii. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- viii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company

and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

- ix. 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.
- x. 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 two working days 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](http://www.stl.tech) and on the website of KFintech at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the stock exchanges.
- xi. 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. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
  - Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
  - Step 2 : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
  - Step 3 : Access to join virtual meetings (e-AGM) of the Company on KFintech system to participate e-AGM and vote at the AGM.

## Details on Step 1 are mentioned below:

### I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<p><b>1. User already registered for IDeAS facility:</b></p> <p>Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p><b>2. User not registered for IDeAS e-Services</b></p> <p>To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Proceed with completing the required fields.</p> <p>Follow steps given in points 1.</p> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <p>Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</p> <p>On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>I. Click on New System Myeasi</p> <p>II. Login with your registered user id and password.</p> <p>III. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>IV. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>Provide your demat Account Number and PAN No.</p> <p>System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>After successful authentication, user will be provided links for the respective ESP, i.e <b>KFintech</b> where the e-Voting is in progress.</p>
<b>Individual Shareholder login through their demat accounts / Website of Depository Participant</b>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option.Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – <b>Kfintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

## Notice contd.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

### Details on Step 2 are mentioned below:

#### II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (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.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVEN" and click on "Submit"
  - vii. 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 in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - ix. 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.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), 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).
  - xii. 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., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [parasimhan.b8@gmail.com](mailto:parasimhan.b8@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_Even No."

- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email 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 queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
  - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
  - ii. Facility for joining AGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
  - iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
  - iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
  - vi. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
  - vii. Facility of joining the AGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.
  - viii. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

### Details on Step 3 are mentioned below:

- III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.
  - i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

### OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from Saturday August 20, 2022 to Monday, August 22, 2022. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM as appropriate for smooth conduct of the AGM.

## Notice contd.

- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from Saturday August 20, 2022 to Monday, August 22, 2022.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, August 19, 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. 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
    1. Example for NSDL:
    2. MYEPWD <SPACE> IN12345612345678
    3. Example for CDSL:
    4. MYEPWD <SPACE> 1402345612345678
    5. Example for Physical:
    6. MYEPWD <SPACE> XXXX1234567890
  - ii. 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.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).