



STERLITE TECHNOLOGIES LIMITED
CIN - L31300MH2000PLC269261

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

Phone: +91-02-30514000, Fax: +91-02-30514113,

Website – www.sterlitechtechnologies.com; email - communications@sterlite.com

Dear Members,

NOTICE OF POSTAL BALLOT
(Pursuant to Section 110 of the Companies Act, 2013
read with the Companies (Management and Administration) Rules, 2014

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) to the members of Sterlite Technologies Limited (hereinafter referred to as 'the Company') to seek approval by way of Postal Ballot for below proposals:

- 1. Approval of Sterlite Technologies Limited Employee Stock Appreciation Rights 2016 ("ESAR 2016") and grant of Stock Appreciation Rights (SARs) to the employees of the Company thereunder;**
- 2. Approval of Grant of Stock Appreciation Rights (SARs)/options to the Employees/Directors of the Subsidiary Company (ies) of the Company under ESAR 2016;**
- 3. Approval of Sterlite Technologies Limited Employee Stock Option Plan 2016 ("ESOP 2016") and grant of Employee Stock Options to the employees of the Company thereunder;**
- 4. Approval of Grant of options to the Employees/Directors of the Subsidiary Company (ies) of the Company under ESOP 2016;**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts pertaining to the aforesaid proposals is annexed hereto along with the Postal Ballot Form for your consideration.

The Board of Directors of the Company at its meeting held on January 28, 2016 has appointed Mr. B. Narasimhan, Proprietor BN & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the postal ballot (physical & e-voting) process in accordance with law, in a fair and transparent manner.

The Postal Ballot shall, in addition to physical voting, also be transacted through electronic voting system. Accordingly, the Company, in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, is pleased to provide the members (whether holding shares in physical or dematerialized form) with the facility to exercise their right to vote on the matters set out in the postal ballot by electronic means i.e. through e-voting services provided by M/s. Karvy Computershare Private Limited, Registrar and Share Transfer Agent (RTA). The e-voting period commences on Sunday, February 28, 2016 (10 a.m.) and ends on Monday, March 28, 2016 (5.00 p.m.). Please read carefully and follow the instructions as printed in this Notice for e-voting.

However, those members, who do not have access to e-voting facility can send their assent or dissent in writing on the postal ballot form attached herewith. Once the vote is cast it cannot be changed subsequently. It is pertinent to note that the shareholder(s) can opt only one mode of voting, i.e. either by e-voting or voting by physical mode through postal ballot. If you are opting for e-voting, then do not vote by physical postal ballot also and *vice versa*. However, in case shareholders cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid.

Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the close of working hours (5.00 p.m.) on Monday, March 28, 2016. Please note that any Postal Ballot form(s) received after the said date will be treated as if reply from the member has not been received. Members who have not received Postal Ballot forms may apply to the Karvy Computershare Private Limited and obtain a duplicate thereof.

The Scrutinizer will be submitting his report to the Chairman or in his absence, any person authorised by him, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the voting by Postal Ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him, on Wednesday, March 30, 2016 at 11 a.m. at Corporate Office of the Company situated at 4th Floor, Godrej Millennium, 9 Koregaon Road, Pune – 411 001 and will also be displayed at the Registered Office of the Company at E 1, MIDC Industrial Area, Waluj, Aurangabad – 431 136 and at the Corporate Office the Company the results of the Postal Ballot, along with the scrutinizer's report, will on such announcement date, be posted on the Company's website: www.sterlitechtechnologies.com and Karvy Computershare e-voting website i.e. <https://evoting.karvy.com> besides communicating to the Stock Exchanges where the Company's shares are listed. The date of declaration of the results of the Postal Ballot by the Company shall be deemed to be the date of passing of the said resolution.

Members requiring any clarifications on e-voting may contact M/s. Karvy Computershare Private Limited on toll free number [1-800-3454-001] or by email einward.ris@karvy.com.

Proposed Resolutions

Special Business:

1. **Approval of Sterlite Technologies Limited Employee Stock Appreciation Rights 2016 ("ESAR 2016") and grant of Stock Appreciation Rights (SARs) to the employees of the Company thereunder:**

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the Listing Agreements with the Stock Exchanges and such other applicable regulations which may be issued and/or amended from time to time by the Securities and Exchange Board of India (SEBI) or any other relevant authority, from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and are hereby accorded respectively to the **'Sterlite Technologies Limited Employee Stock Appreciation Rights Plan 2016'** (hereinafter referred to as the **"ESAR 2016"/ "Plan"**) and to the Board of Directors of the Company (hereinafter referred to as the **"Board"**) which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee/ Compensation Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, issue, offer and grant from time to time such number of Stock Appreciation Rights, to or for the benefit of such person(s), whether working in India or out of India, who are in permanent employment of the Company and its Subsidiaries, including Director(s) whether Whole-time or otherwise, of the Company or its Subsidiaries, (hereinafter collectively referred to as the **"Eligible Employees"**) (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), as may be decided solely by the Board under the Plan, exercisable into not more than 1,50,00,000 (One Crore Fifty Lakhs Only) fully paid-up Equity Shares in the Company in aggregate of face value of Rs. 2/- each, directly and at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations.

RESOLVED FURTHER THAT all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.

RESOLVED FURTHER THAT the Company shall comply with the disclosure and accounting policies prescribed by the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time.

RESOLVED FURTHER THAT the ESAR 2016 shall be under the control, administration and superintendence of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the Board and any committee thereof be and is hereby authorised to issue and allot Equity shares upon exercise of SARs from time to time in accordance with the ESAR 2016 and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the number of Stock Appreciation Rights that may be granted per eligible employee including Director (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company, in any financial year, under the ESAR 2016 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company as at the time of grant of SARs.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders, the ceiling as aforesaid of 1,50,00,000 (One Crore Fifty Lakhs Only) Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the SAR Grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of 2/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees without being required to seek any further consent/approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve, decide upon and bring into effect the ESAR 2016 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate the ESAR 2016 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESAR 2016 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESAR 2016.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities allotted under the ESAR 2016 on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Board to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESAR 2016 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board may delegate all or any powers conferred herein, to any executives/ officers of the Company or to Committee of Directors or Whole-time Director(s) or Company Secretary of the Company with a power to further delegate to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard."

2. Approval of Grant of Stock Appreciation Rights (SARs) to the Employees/Directors of the Subsidiary Company (ies)/ of the Company under ESAR 2016.

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the Listing Agreements with the Stock Exchanges and such other applicable regulations which may be issued and/ or amended from time to time by the Securities and Exchange Board of India (SEBI) or any other relevant authority, from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and are hereby accorded respectively to the 'Sterlite Technologies Limited Employee Stock Appreciation Rights Plan 2016' (hereinafter referred to as the "ESAR 2016"/ "Plan") and to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee/ Compensation Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to create, offer and grant from time to time, such number of Stock Appreciation Rights, to or to the benefit of the permanent employees including Directors (other than Promoter(s)), Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), of any existing and future Subsidiary Company(ies) of the Company whether in or outside India (hereinafter referred to as an "Eligible Employees"), as may be decided solely by the Board, exercisable into not more than overall ceiling of 1,50,00,000(One Crore Fifty Lakhs Only)fully paid-up Equity Shares in the Company in aggregate of face value of Rs. 2/- each, as mentioned in resolution number 1 (one) above, directly and at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations."

RESOLVED FURTHER THAT all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.

RESOLVED FURTHER THAT the Company shall comply with the disclosure and accounting policies prescribed by the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time.

RESOLVED FURTHER THAT the ESAR 2016 shall be under the control, administration and superintendence of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the Board and any committee thereof be and is hereby authorised to issue and allot Equity shares upon exercise of SARs from time to time in accordance with the ESAR 2016 and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the number of Stock Appreciation Rights that may be granted per Eligible Employees including Director (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company, in any financial year, under the ESAR 2016 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company as at the time of grant of SARs.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders, the ceiling as aforesaid of 1,50,00,000 (One Crore Fifty Lakhs Only) Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the SAR Grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 2/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees without being required to seek any further consent/approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve, decide upon and bring into effect the ESAR 2016 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate the ESAR 2016 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESAR 2016 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESAR 2016.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities allotted under the ESAR 2016 on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Board to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESAR 2016 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board may delegate all or any powers conferred herein, to any executives/ officers of the Company or to Committee of Directors or Whole-time Director(s) or Company Secretary of the Company with a power to further delegate to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard."

3. Approval of Sterlite Technologies Limited Employee Stock Option Plan 2016 ("ESOP 2016") and grant of Employee Stock Options to the employees of the Company thereunder

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (referred to the "Act"), (including any modification or re-enactment thereof for the time being in force), and in accordance with the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Listing Agreements with the Stock Exchanges, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations") and such other applicable regulations which may be issued and/ or amended from time to time by the Securities and Exchange Board of India (SEBI) or any other relevant authority, from time to time, to the extent applicable and subject to any approvals, consents, permissions and sanctions of any authorities as may be required, and subject to any such conditions or modifications as may be prescribed or imposed by such authorities while granting such approvals, consents, permissions and sanctions, the approval and consent of the Company be and is hereby accorded to introduce and implement the **"Sterlite Technologies Limited Employee Stock Option Plan 2016 ("ESOP 2016")** and to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee/ Compensation Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to offer, issue and allot from time to time, 50,00,000 (Fifty Lakhs Only) of options under the ESOP 2016 Plan, the salient features of which are furnished in the Explanatory Statement to this resolution, to or to the benefit of such person(s) who are in the permanent employment of the Company and its Subsidiaries whether working in India or out of India, and to the Directors of the Company and its Subsidiaries, whether whole-time or not and to such other persons, (hereinafter collectively referred to as "Eligible Employees"), other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company, convertible into not more than 50,00,000 (Fifty Lakhs Only) fully paid-up Equity Shares in the Company in aggregate of face value of Rs. 2/- each, directly and at such price or price(s), in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations.

RESOLVED FURTHER THAT the number of options that may be granted per eligible employee including Director (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company, in any financial year, under the ESOP 2016 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company as at the time of grant of options.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders, the ceiling as aforesaid of 50,00,000 (Fifty Lakhs only) Equity Shares shall be deemed to increase in proportion

of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment, without being required to seek any further consent or approval of members.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option Grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 2/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees, without being required to seek any further consent or approval of members.

RESOLVED FURTHER THAT the Board and any committee thereof be and is hereby authorised to issue and allot Equity shares upon exercise of options from time to time in accordance with the ESOP 2016 and the Equity Shares so issued and allotted as mentioned herein before shall rank *pari passu* with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve, decide upon and bring into effect the ESOP 2016 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2016 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2016 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the ESOP 2016 shall be under the control, administration and superintendence of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.

RESOLVED FURTHER THAT the Company shall comply with the disclosure and accounting policies prescribed by the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2016.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities allotted under the ESOP 2016 on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Board to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP 2016 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board may delegate all or any powers conferred herein, to any executives/officers of the Company or to Committee of Directors or Whole-time Director(s) or Company Secretary of the Company with a power to further delegate to any executives/officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard."

4. Approval of Grant of options to the Employees/Directors of the Subsidiary Company(ies) of the Company under ESOP 2016.

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (herein after referred to as the "Act"), (including any modification or re-enactment thereof for the time being in force), in accordance with the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Listing Agreements with the Stock Exchanges, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations") and such other applicable regulations which may be issued and/or amended from time to time by the Securities and Exchange Board of India (SEBI) or any other relevant authority, from time to time, to the extent applicable and subject to any approvals, consents, permissions and sanctions of any authorities as may be required, and subject to any such conditions or modifications as may be prescribed or imposed by such authorities while granting such approvals, consents, permissions and sanctions, the approval and consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to create, offer and grant from time to time, such number of options under the **"Sterlite Technologies Limited Employee Stock Option Plan 2016 ("ESOP 2016")**, to or to the benefit of the permanent employees

including Directors (other than Promoter(s), Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), of any existing and future Subsidiary Company(ies) of the Company whether in or outside India (hereinafter referred to as an “Eligible Employees”), as may be decided solely by the Board, convertible into not more than within overall ceiling of 50,00,000 (Fifty Lakhs Only) fully paid-up Equity Shares in the Company in aggregate of face value of Rs. 2/- each, as mentioned in resolution 3 (three) above, directly and at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations.

RESOLVED FURTHER THAT the number of options that may be granted per eligible employee including Director (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company, in any financial year, under the ESOP 2016 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company as at the time of grant of options.

RESOLVED FURTHER THAT the Board and any committee thereof be and is hereby authorised to issue and allot Equity shares upon exercise of options from time to time in accordance with the ESOP 2016 and the Equity Shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders, the ceiling as aforesaid of 50,00,000 (Fifty Lakhs only) Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment, without being required to seek any further consent or approval of members.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option Grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 2/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees, without being required to seek any further consent or approval of members.

RESOLVED FURTHER THAT the Board shall formulate, evolve, decide upon and bring into effect the ESOP 2016 on such terms and conditions as approved by the shareholders of the Company and, make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOP 2016 from time to time including but not limited to, amendment(s) with respect to vesting period and schedule, number of options, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the ESOP 2016, such modification being not detrimental to the interests of the Employees and the Company and in accordance with applicable laws and regulations prevailing from time to time.

RESOLVED FURTHER THAT the ESOP 2016 shall be under the control, administration and superintendence of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.

RESOLVED FURTHER THAT the Company shall comply with the disclosure and accounting policies prescribed by the ‘Guidance Note on Accounting for Employee Share-based Payments’ and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve, decide upon and bring into effect the ESOP 2016 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2016 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2016 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities allotted under the ESOP 2016 on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Board to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP 2016 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for

their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board may delegate all or any powers conferred herein, to any executives/ officers of the Company or to Committee of Directors or Whole-time Director(s) or Company Secretary of the Company with a power to further delegate to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard.”

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

Amit Deshpande

Company Secretary & AGM (Legal)

Date: February 19, 2016

Place: Pune

Registered office:

E 1, MIDC Area, Waluj, Aurangabad, Maharashtra – 431 136

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 in respect of proposed special business along with the Postal Ballot form setting out material facts is appended herein below.
2. The Postal Ballot Notice has been sent to all the members of the Company whose names appear on the Register of Members / Beneficial owners from National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) as on Friday, February 19, 2016. Only a member who is entitled to vote is entitled to exercise his/her vote through postal ballot or through e-voting.
3. The Postal Ballot Notice also has been placed on Company's website: www.sterlitetechnologies.com and Karvy Computershare e-voting website i.e. <https://evoting.karvy.com> and will remain on such website until the last date of receipt of the Postal Ballot from members.
4. The date of completion of dispatch of Notice will be announced through advertisement in newspapers.
5. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on Friday, February 19, 2016.
6. The postage will be borne and paid by the Company, however envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Members will also be accepted. It is, however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to the Scrutinizer.
7. The date of declaration of result of the Postal Ballot shall be deemed to be the date of the general meeting and the date of passing of the proposed resolution(s).
8. The shareholders are requested to exercise their voting rights by using the attached postal ballot Form only. No other form or photocopy of the form is permitted. Also attached is a self-addressed, business reply envelope.
9. Mr. B.Narasimhan has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
10. As per Section 110 of the Act, read with Rule 22 and Rule 18 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot in physical Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may indicate their option to receive the physical Form from the Company by clicking on the box provided in the e-mail or alternatively download the Form from the link www.evoting.karvy.com or from the 'Investors' section on the Company's website www.sterlitetechnologies.com.
11. Voting through electronic means
 - (i) In compliance with provisions of Section 108 and 110 of the Companies Act, 2013 and Rules made there under and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by M/s Karvy Computershare Private Limited (Karvy).

- (ii) Members are informed that they can opt for only one mode of voting i.e. either by physical voting on postal ballot form or through e-voting. If the member opts for e-voting then they should not cast their vote through postal ballot form and *vice versa*. If in case a member casts vote both through postal ballot form and e-voting, then the vote cast through e-voting shall be considered valid.

The procedure and instructions for e-voting are as follows:

- i) Members can cast their vote online from Sunday, February 28, 2016 @ 10.00 AM to Monday, March 28, 2016 @ 5.00 PM.
- ii) Open your web browser during the voting period and navigate '<https://evoting.karvy.com>'
- iii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • <u>Event no.</u> followed by Folio Number registered with the company
Password	Your Unique password is printed on the Note/ via email forwarded through the electronic notice
Captcha	Enter the verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iv) After entering these details appropriately, click on "LOGIN".
- v) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi) You need to login again with the new credentials.
- vii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- viii) If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and had cast your vote earlier for any company, then your existing login id and password are to be used.
- ix) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast, it will be treated as "ABSTAINED".
- x) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xii) Corporate/Institutional Members (corporate /FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to bn.sterlitech@karvy.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name EVENT NO.".

12. Relevant documents referred in the Notice, if any, are open for inspection by the Members at the Registered Office of the Company on all working days between 10.00 am to 5.00 pm up to the last date of receipt of Postal Ballot Forms, i.e., Monday, March 28, 2016.

APPEAL TO SHAREHOLDERS

The Company would like to appeal and encourage its Shareholders to hold their shares in Dematerialized (Demat) form. Managing your investment in securities is simple and easy in Demat/Electronic form and it has many advantages over managing it in physical form as there is no scope of loss, misplacement, theft or deterioration of securities in Demat mode. The Shareholders may also get in touch with M/s Karvy Computershare Private Limited at einward.ris@karvy.com, our Registrar and Share transfer Agent or the Company Secretary at investor.relations@sterlite.com. The Company also appeals and requests the Shareholders to opt for Electronic Clearing System (ECS) facility for receiving of Dividends.

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation scheme/ plan. Your Company believes in rewarding its employees including Directors of the Company and of its Subsidiary Company(ies), for their continuous hard work, dedication and support, which has led the Company on the growth path.

The Company intends to implement new schemes i.e. **Sterlite Technologies Limited Employee Stock Appreciation Rights Plan ("ESAR 2016"/ "Plan")** and **Sterlite Technologies Limited Employee Stock Option Plan 2016 ("ESOP 2016")** with a view to retain key talents working with the Company by way of rewarding their performance and motivate them to contribute to the achievement of organisational goals and to the overall corporate growth and profitability.

The Company seeks members' approval in respect of ESAR 2016 and ESOP 2016 for the eligible employees/ Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company as decided by the Nomination and Remuneration Committee/Compensation Committee from time to time in due compliance of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations").

For item 1& 2

The main features of the ESAR 2016 are as under:

1. Brief Description of the Scheme(s):

Sterlite Technologies Limited Employee Stock Appreciation Rights Plan (" ESAR 2016"/ "Plan")

The proposed Scheme called the **Sterlite Technologies Limited Employee Stock Appreciation Rights Plan (" ESAR 2016"/ "Plan")** is intended to reward the Eligible Employees of the Company and of its Subsidiary Companies, for their performance and to motivate them to contribute to the growth and profitability of the Company. Your Company also intends to use this Scheme to retain talent in the organization as it views Employee Stock Appreciation Rights as instruments that would enable the Employees to share the value they create for the Company and align individual objectives of employees with objectives of the Company in the years to come.

The SEBI SBEB Regulations permits granting Stock Appreciation Rights to employees which entitles them to receive appreciation in the value of shares of the Company at a future date and in a pre-determined manner, where such appreciation is settled by way of shares of the Company. Your Company expects that SARs will result in improvement of individual and group performance as a result of alignment of goals of the employees and the organization.

2. Total number of SARs to be granted:

Such number of SARs would be available for grant to the eligible employees of the Company and its Subsidiaries under ESAR2016, in one or more tranches exercisable into not exceeding 1,50,00,000 (One Crore Fifty Lakhs Only) Equity Shares in aggregate in the Company of face value of Rs. 2/- each fully paid-up.

If the settlement results in fractional Equity Shares, then the consideration for fractional shares should be settled in cash.

Vested SARs lapsed due to non-exercise and/or unvested SARs that get cancelled due to resignation/ termination of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled SARs as per the provisions of ESAR 2016, within the overall ceiling.

The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the SARs granted. Accordingly, if any additional Equity Shares are required to be issued pursuant to any corporate action, the above ceiling of Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued subject to compliance of the SEBI SBEB Regulations.

3. Identification of classes of employees entitled to participate in ESAR 2016

Following classes of employees are entitled to participate in ESAR 2016:

- a) Permanent employees of the Company working in India or out of India;
- b) Directors of the Company; and
- c) Permanent employees and Directors of the Subsidiary Company (ies)

Following persons are not eligible:

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c) an Independent Director within the meaning of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. Requirements of vesting and period of vesting:

The SARs granted shall vest so long as an employee continues to be in the employment of the Company and its Subsidiaries as the case may be. The Nomination and Remuneration Committee may, at its discretion, lay down certain performance metrics on the achievement of which such SARs would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which SARs granted would vest subject to the minimum vesting period of 1 year.

5. Maximum period within which the SARs shall be vested:

SARs granted under ESAR 2016 would vest subject to maximum period of 5 years from the date of grant of such SARs.

6. SAR price or pricing formula:

The SAR price per SARs shall be equal to the prevailing Fair Market Value of the shares as on the date of Grant, as determined by the Board from time to time.

Market price in this context refers to the meaning assigned to it under the SEBI SBEB Regulations.

7. Exercise period and the process of Exercise:

The vested SARs shall be allowed for exercise on and from the date of vesting. The vested SARs need to be exercised within a maximum period of **Eight years** from the date of vesting of such SARs.

The Vested SARs shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such SARs in such manner and on such format as may be prescribed by the Nomination and Remuneration Committee from time to time. The SARs shall lapse if not exercised within the specified exercise period.

8. Appraisal process for determining the eligibility of employees under ESAR 2016:

The appraisal process for determining the eligibility of the employees will be decided by the Nomination and Remuneration Committee from time to time.

The employees would be granted SARs under the ESAR 2016 based on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided by the Nomination and Remuneration Committee from time to time.

9. Maximum number of SARs to be issued per employee and in aggregate:

The number of SARs that may be granted per employee of the Company under the Plan, in any financial year under the ESAR 2016 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company at the time of grant.

10. Maximum Quantum of benefits to be provided per employee under the ESAR 2016

The Maximum quantum of benefits underlying the SARs issued to an eligible employee shall be equal to the appreciation in the value of the company determined as on the date of exercise of SARs, on the basis of difference between the SAR Grant Price and the Market Price of the shares on the Exercise date.

11. Whether the scheme(s) is to be implemented and administered directly by the Company or through a trust;

The Scheme shall be implemented and administered by the Company directly.

12. Whether the scheme(s) involves new issue of shares by the Company or secondary acquisition by the trust or both;

The Scheme contemplates only New Issue of Shares by the Company ("Primary Shares").

13. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.

Company is not providing any loan for ESAR purpose, as Company is directly implementing ESAR 2016.

14. Maximum percentage of Secondary Acquisition that can be made by the Trust for the purchase of the scheme

The Company is implementing ESAR by dealing in/acquiring Equity Shares directly from the Company ("Primary Shares").

15. Accounting and Disclosure Policies:

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

16. Method of SARs Valuation:

To calculate the employee compensation cost, the Company shall use the Fair Value method for valuation of the SARs granted.

Consent of the members is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the Plan.

Item no. 3 & 4

The main features of the ESOP 2016 are as under:

1. Brief Description of the Scheme(s):

This proposed Scheme called the **Sterlite Technologies Limited Employee Stock Option Plan 2016 ("ESOP 2016")** is intended to reward the Eligible Employees of the Company and of its Subsidiary Company (ies), for their performance and to motivate them to contribute to the growth and profitability of the Company. Your Company also intends to use this Scheme to retain talent in the organization as it views options as an instruments that would enable the Employees to share the value they create for the Company and align individual objectives of employees with objectives of the Company in the years to come.

Each of the stock options issued under ESOP 2016 shall be eligible for being converted into one equity share of Sterlite Technologies Limited. The ESOP 2016 will conform to applicable SEBI Regulations and the provisions of the Companies Act, 2013.

2. Total number of options to be granted:

50,00,000 of options would be available for grant to the eligible employees of the Company and of its Subsidiary Company (ies) under ESOP 2016, in one or more tranches convertible into not exceeding 50,00,000 (Fifty Lakhs) Equity Shares in aggregate in the Company of face value of Rs. 2/- each fully paid-up.

Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation/ termination of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the provisions of ESOP 2016, within the overall ceiling.

The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, if any additional Equity Shares are required to be issued pursuant to any corporate action, the above ceiling of Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued subject to compliance of the SEBI SBEB Regulations.

3. Identification of classes of employees entitled to participate in ESOP 2016

Following classes of employees are entitled to participate in ESOP 2016:

- a) Permanent employees of the Company working in India or out of India;
- b) Directors of the Company; and
- c) Permanent employees and Directors of the Subsidiary Company (ies).

Following persons are not eligible:

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c) an Independent Director within the meaning of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. Requirements of vesting and period of vesting:

The options granted shall vest so long as an employee continues to be in the employment of the Company or of its Subsidiary Company (ies) as the case may be. The Nomination and Remuneration Committee/Compensation Committee may, at its discretion, lay down certain performance metrics on the achievement of which such options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which options granted would vest subject to the minimum vesting period of 1 year.

5. Maximum period within which the options shall be vested:

Options granted under ESOP 2016 would vest subject to maximum period of 5 (five) years from the date of grant of such options.

6. Exercise price or pricing formula:

The options would be granted at an exercise price equal to the face value of the shares i.e. Rs.2/- per option.

7. Exercise period and the process of Exercise:

The vested options shall be allowed for exercise on and from the date of vesting. The vested options need to be exercised within a maximum period of 1 (one) year from the date of vesting of such options.

The Vested options shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such options in such manner and on such format as may be prescribed by the Nomination and Remuneration Committee from time to time. The options shall lapse if not exercised within the specified exercise period.

8. Appraisal process for determining the eligibility of employees under ESOP 2016:

The appraisal process for determining the eligibility of the employees will be decided by the Nomination and Remuneration Committee/Compensation Committee from time to time.

The employees would be granted options under the ESOP 2016 based on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided by the Nomination and Remuneration Committee from time to time.

9. Maximum number of options to be issued per employee and in aggregate:

The number of options that may be granted per employee of the Company and of its Subsidiary Company (ies) under the Plan, in any financial year under the ESOP 2016 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company at the time of grant.

10. Maximum Quantum of benefits to be provided per employee under the ESOP 2016

The Maximum quantum of benefits underlying the options issued to an eligible employee shall be equal to the appreciation in the value of the company determined as on the date of exercise of options, on the basis of difference between the option Exercise Price and the Market Price of the shares on the exercise date.

11. Whether the scheme(s) is to be implemented and administered directly by the Company or through a trust;

The Scheme shall be implemented and administered by the Company directly.

12. Whether the scheme(s) involves new issue of shares by the Company or secondary acquisition by the trust or both;

The Scheme contemplates only New Issue of Shares by the Company ("Primary Shares").

13. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.

Company is not providing any loan for ESOP purpose, as Company is directly implementing ESOP 2016

14. Maximum percentage of Secondary Acquisition that can be made by the Trust for the purchase of the scheme

The Company is implementing ESOP by dealing in/acquiring Equity Shares directly from the Company ("Primary Shares").

15. Accounting and Disclosure Policies:

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

16. Method of Valuation of options:

To calculate the employee compensation cost, the Company shall use the Fair Value method for valuation of the options granted.

Consent of the members is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the Plan.

The Directors recommend the resolutions as set out in Item nos 1 to 4 for your approval.

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

Amit Deshpande
Company Secretary & AGM (Legal)
Date: February 19, 2016
Place: Pune