BN &
ASSOCIATES
Company Secretaries

July 29, 2015

The Chairman
Sterlite Technologies Limited
Survey No. 68/1, Rakholi Village,
Madhuban Dam Road
Silvassa, Dadar Nagar Haveli – 396230

Dear Sir,

Sub: **Passing of Resolutions through Postal Ballot**

Pursuant to the resolution passed by the Board of Directors of STERLITE TECHNOLOGIES LIMITED (hereinafter referred to as '**STERLITE**' or the "**Company**"') on May 18, 2015, I have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the Special Resolution as circulated in the Postal Ballot Notice dated May 18, 2015.

To enable wider participation of shareholders SEBI, vide its circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICY CELL/2/2014 April 17, 2014, has made a provision under revised clause 35B of the Listing Agreement mandating all companies listed on National Stock Exchange of India Limited (NSE) & BSE Limited (BSE), to provide for e-voting facility to their shareholders, in respect of all those businesses which are transacted through Postal Ballot by such Companies. This is just an extension of the earlier circular issued in July 2012 as cited above. Since STERLITE is a listed entity, it falls within the requirements as specified in the above mentioned Circulars of SEBI. Further in terms of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 22 the Companies (Management and Administration) Rules, 2014, e-voting of the Postal Ballot has been made applicable to the 'Company".

STERLITE accordingly had made arrangements with the System Provider Karvy Computershare Private Limited (hereinafter referred to as '**KARVY**') for providing a system for recording votes of the shareholders cast electronically through e-Voting. The 'Company" has also accordingly made arrangements through its Registrar and Transfer Agents, Karvy Computershare Private Limited (herein after referred as "**RTA**") to set up the e-Voting facility on the KARVY's e-Voting website http//www.evoting.karvy.com. STERLITE has also uploaded the Postal Ballot Notice containing the resolutions together with the explanatory statement on its website www.sterlitetechnologies com. and that of the Service Provider KARVY. KARVY

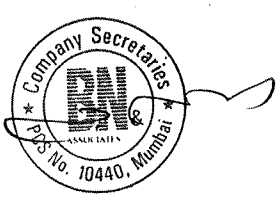
Company Secretaries BN & PCS No. 10440, Mumbai

C/O. Karvy Computershare Pvt. Ltd. 24-B Raja Bahadur Mansion, Ground Floor, Ambalal Doshi Marg, B/H BSE, Fort, Mumbai - 400 023.
T :91 22 6623 5454 D:91 22 6623 5411 Fax:91 22 6633 1135 Cell :9820142331/9004089490
E-mail :narasimhan.b8@gmail.com // bn@karvy.com

Resi : 601/602, B-wing, Cosmic Heights, Bhakti Park, Imax Theater Compound, Wadala (E), Mumbai - 400 037.
(T) : 91 22 2403 6596

has generated Electronic Voting Event Number (EVEN) for the votes which are to be cast through e-voting mode. All necessary formalities in compliance with the requirements specified by the Companies Act 2013 and the rules framed there under have been complied with by the Service Provider KARVY, as directed by STERLITE. Since KARVY themselves are the System provider and the RTA for STERLITE they coordinated the activities internally. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot Notice dated May 18, 2015 sent to all the shareholders by Registered Post and by email, wherever email id's were available as detailed elsewhere in this Report. The above activities were completed by June 28, 2015. The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as of June 12, 2015 (cut-off date). The Special Resolution proposed for approval of the shareholders is as under.

Sr. No.	Type of Resolutions	Description of the resolutions
1.	**Special Resolution** **Shifting of registered office of the Company from the Union territory of Dadra and Nagar Haveli to the State of Maharashtra, Aurangabad and consequential amendment in Clause II of the Memorandum of Association of the Company**	"**RESOLVED THAT** subject to the provisions of Section 12, 13 and Section 110 and other provisions of Companies Act, 2013,read with relevant rules applicable, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of Regional Director or the Central Government and such other approvals, permissions and sanctions, as may be required from time to time, consent of the Members of the Company be and is hereby accorded for shifting of Registered Office of the Company from the Union territory of Dadra and Nagar Haveli to the State of Maharashtra, Aurangabad and that the Clause II of the Memorandum of Association of the Company be substituted and replaced as under: "II. The Registered Office of the Company will be situated in the State of Maharashtra, Aurangabad." **RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any person(s) authorised and/or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or any officer so authorised by the Board, be and is hereby authorised on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any one of the authorities, statutory or otherwise,



Sr. No.	Type of Resolutions	Description of the resolutions
		while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of registered office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders of the Company."

I report that the Postal Ballot Notice dated May 18, 2015 as per provisions of Section 110 of the Companies Act, 2013, read with Rule 18 and 22 of the Companies (Management and Administration) Rules, 2014 were despatched to the shareholders numbering to 64053 by Registered post / Courier in physical form. The Notices sent in physical form were accompanied with self-addressed prepaid postage Business Reply Envelope which was required to be returned by the shareholders on or before 5.00 P.M., July 28, 2015. In addition to the above, Postal Ballot Notices were also sent via electronic mode by KARVY the system provider to 55495 Shareholders at their email addresses registered with the Depository Participants as per the data downloaded from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on June 12, 2015 (cut-off date). However this excludes those cases which are disputed and have been held in abeyance. As per the information provided by the Service Provider, out of the 55495 emails sent 5130 Emails had bounced. The 'Company" subsequently, sent the physical Postal Ballot Notice along with Postal Ballot Form and self-addressed prepaid postage Business Reply Envelope to these shareholders by Courier. I further report that as stated in the Postal Ballot Notice sent to the shareholders, the 'Company" had fixed 5:00 pm on Tuesday July 28, 2015 as the last date for receipt of Postal Ballots and for completing the E-voting.

As stated in sub rule 3 of Rule 20 as well as Rule 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in "Business Standard" English Newspaper, and in "Divya Bhasker", Gujarati edition Newspaper, on June 27 2015, informing about the completion of despatch of the Postal Ballot Notices, both by Registered Post / Courier and by email, wherever applicable, to the shareholders along with other related matters mentioned therein.

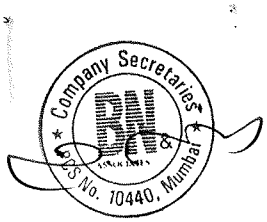
Company Secretaries
CS No. 10440, Mumbai

I report that I have received the Postal Ballot forms from the shareholders during the period starting from Monday, June 29, 2015 till Tuesday July 28, 2015. All the Postal Ballot forms together with all votes cast by E-voting through KARVY received up to 5:00 pm on Tuesday, July 29, 2015, being the last date fixed by the 'Company" for receipt of the ballot forms/e-voting, was considered for my scrutiny.

Envelopes numbering to 5816 containing Postal Ballot forms returned undelivered by postal authorities were not opened and the details of the same are separately maintained by the RTA.

The Postal Ballots forms received at the Registrar's address in the name of the Scrutinizer were opened and then taken up for matching with the master data base as of the cut-off date by the RTA under the instruction of the Scrutinizer at regular intervals This process was carried out on a weekly basis.
On July 28, 2015, after the closure of e-voting period till 5.00 P.M., the votes cast through e-voting facility were duly unblocked by me as a Scrutinizer in the presence of Mr. Sameer Shaikh and Mr. Tanveer Momin witnesses not in employment of the 'Company", as prescribed under Sub Rule 3(xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014. Since e-Voting facility was provided by KARVY, the details of the e-Voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed, were duly compiled by the RTA. While the details of the e-Voting was provided by the System Provider namely KARVY, the compilation of the Register, in respect of physical Postal Ballots containing the statement of shareholder's name, folio number, postal ballot number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected were generated by the RTA which have been duly scrutinized.

On scrutiny, I report that out of 121402 shareholders as of the cut-off date, 132 Shareholders have exercised their vote through e-Voting and 483 Shareholders have exercised their votes through Postal Ballot Forms, as received till the last date. Further, e-voting platform was optional for the Members to cast their votes. There has been no case where a Member has cast his votes by physical ballot as well as by e-voting.



The details of polling results for the item placed for consideration by the members are given below:

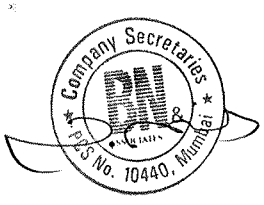
Item No 1. Special Resolution

Shifting of registered office of the Company from the Union territory of Dadra and Nagar Haveli to the State of Maharashtra, Aurangabad and consequential amendment in Clause II of the Memorandum of Association of the Company

"**RESOLVED THAT** subject to the provisions of Section 12, 13 and Section 110 and other provisions of Companies Act, 2013,read with relevant rules applicable, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of Regional Director or the Central Government and such other approvals, permissions and sanctions, as may be required from time to time, consent of the Members of the Company be and is hereby accorded for shifting of Registered Office of the Company from the Union territory of Dadra and Nagar Haveli to the State of Maharashtra, Aurangabad and that the Clause II of the Memorandum of Association of the Company be substituted and replaced as under:

"II. The Registered Office of the Company will be situated in the State of Maharashtra, Aurangabad."

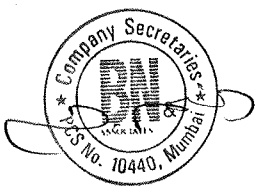
RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any person(s) authorised and/or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or any officer so authorised by the Board, be and is hereby authorised on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of registered office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders of the Company."



Total No. of Shareholders	**121402**		
Total No. of Shares	**394059001**		
Receipt of Postal Ballot Forms	From June 29, 2015 till July 28,2015		
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	132	240602076
Total Votes Cast through Postal Ballot Forms Received	B	483	684663
Grand Total of e-Voting/Postal Ballot Form (A+B)	C	615	241286739
Less: Invalid e-Voting/ Postal Ballot Forms *(On account of signature mismatch, for/against option not indicated/abstained)	D	14	34378
Net e-Voting/ Postal Ballot Forms (C-D)	E	601	241252361

NOTE:

(i) Invalid Postal Ballot was not taken into account for counting of votes.
Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.
(iii) There are Nil cases where investors have voted both in physical mode as well as in electronic mode.



Summary of Postal Ballot

Promoter/Public	No. of shares held (1)	No. of votes polled 2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	**216120601**	**2154745961**	**99.8267**	**2154745961**	**NIL**	**100.00**	**NIL**
Public-Institutional holders	**51191213**	**24763514**	**48.3745**	**24763514**	**NIL**	**100.00**	**NIL**
Public-others #	**126747187***	**742886**	**0.5861**	**736952**	**5934**	**99.2012**	**0.7987**
Total	**394059001**	**241252361**	**61.2223**	**241246427**	**5934**	**99.998**	**0.002**

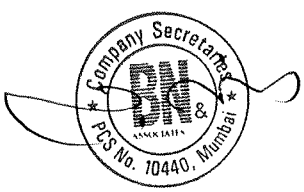
Note * Includes shares held by custodians against which Depository Receipts have been issued

Percentage of votes cast in favour: 99.998. Percentage of votes cast against: 0.002

RESULTS:-

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as set forth in item No. 1 of Postal Ballot Notice dated May 18, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of declaration of the results.

I further report that as per the Postal Ballot Notice dated May 18, 2015 and the Board Resolution dated May 18, 2015 the Chairman or any authorized person in that behalf may declare and confirm the above results of voting by postal ballot in respect of the resolutions referred on or before July 30, 2015. The same will be displayed at the registered office of the STERLITE located at Survey No. 68/1, Rakholi Village, Madhuban Dam Road, Silvassa-



396230, Dadar Nagar Haveli and also the Corporate Office of the Company situated at 4th Floor, Godrej Millennium, 9 Koregaon Road, Pune – 411 001
The results will also be communicated to BSE and NSE where the STERLITE's shares are listed. It will also be displayed on Company's' website www.sterlitetechnologies.com" as also that of the Service Provider KARVYhttps://evoting.karvy.com.

I further report that Rule 22 of the Companies (Management and Administration) Rules 2014 has been duly complied with. I further report that as per the said Rules, the records maintained by me including the data as obtained from KARVY, the System Provider for the e-Voting facility extended by them as also the RTA recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, folio number / DP ID/Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary of STERLITE after the Chairman considers, approves and signs the minutes of the meeting.

I thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot of your 'Company".

Thanking You
Yours faithfully,

For BN & Associates
COMPANY SECRETARIES

B Narasimhan
(Proprietor)
COP No. : 10440

Company Secretaries BN & ASSOCIATES PCS No. 10440, Mumbai

Place: Mumbai Dated: July 29, 2015

Witnesses to the unblocking of e-voting, on July 29, 2015, on closure of e-voting period.

1. Mr. Sameer Shaikh

Signature

2. Mr. Tanveer Momin

Signature