

**Combined Scrutinizer's Report on Remote E-voting & Voting conducted at the AGM of
Sterlite Technologies Limited held at their Registered Office on August 4, 2015**

To,

The Chairman

STERLITE TECHNOLOGIES Limited

Survey No.68/1, Madhuban Dam Road,

Rakholi – 396 230

Union Territory of Dadra & Nagar Haveli, India.

**Annual General Meeting of the Equity Shareholders of STERLITE TECHNOLOGIES Limited
held on Tuesday August 4, 2015 at 12.30 P.M. at the Registered Office of the Company at
Survey No.68/1, Madhuban Dam Road, Rakholi – 396 230, Union Territory of Dadra &
Nagar Haveli, India.**

**Sub: Passing of Resolution(s) through electronic voting and through ballot forms at the
venue of the AGM, pursuant to section 108 of the Companies Act 2013 read with
Rule 20 of the Companies (Management and Administration) Rules, 2014 as
amended.**

The Board of Directors of STERLITE TECHNOLOGIES Limited (hereinafter referred to as the "Sterlite" or "Company") at its meeting held on May 18, 2015 has appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the physical ballot forms received from the members at the venue of the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with the Listing Agreement. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 issued in this regard.

Report on Scrutiny:

- The Company had appointed Karvy Computershare Pvt. Ltd., ('KCPL' or 'Karvy') as the Service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company. KCPL are also the Registrar and Share Transfer Agents ('RTA') of the Company.
- The Service Provider had provided a system for recording the votes of the Members electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the Annual General Meeting (AGM) of the Company, which was held on Tuesday August 4, 2015.



**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**

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

- The Service Provider had set up electronic voting facility on their website, <https://evoting.karvy.com>. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also it's Service Provider to facilitate their Members to cast their vote through Remote E-Voting.
- The cut-off date for the dispatch of the Notice of the Annual General Meeting (AGM) was June 30, 2015 and as on that date, there were 119688 Members of the Company. The service provider had sent the Notices of the AGM along with Annual Report and E-voting details by email to 54239 Members whose email id was made available by the Depositories and for those members, holding in physical form, who had registered their email Id with the RTA. In respect of 63591 Members, whose Email ids are not available, the Notices were sent by courier. . However this excludes those cases which are disputed and have been held in abeyance. In respect of 1896 cases, where the transmissions through email had failed, the Company had sent the Notice of the AGM along with Annual Report and E-voting details through physical form by courier.
- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- The **Cut-off date** for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was **Tuesday July 28, 2015**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for five days from **Thursday July 30, 2015 at 10:00 A.M. to Monday August 3, 2015 at 5:00 P.M.**
- The Company completed the dispatch of the notices to the members on Thursday, July 9, 2015.
- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement, which was published 21 days before the date of the AGM in English in Business Standard newspaper having country-wide circulation and in Gujarati in Divya Bhaskar newspaper dated July 15, 2015. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on August 3, 2015 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
- At the venue of the AGM of the Company held on August 4, 2015, the facility to vote through Ballot Paper had been provided to facilitate those members present in the meeting but could not participate in the Remote E-voting to record their votes.
- On August 4, 2015, after counting of the votes conducted at the venue of the AGM through ballot paper, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Rajeev Kumar and Mr.



Radhesh Nalam who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.

- After the voting at the AGM was concluded, one (1) ballot box kept for the purpose of casting of votes were locked in my presence with due identification marks placed by me. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses, as mentioned above, and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- Thereafter, I as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the physical voting done at the venue of the AGM by way of Ballot paper, the details of which are as follows:

The results of the Remote E-voting together with that of the voting conducted at the venue of the AGM by way of Ballot Papers are as under:

Details	Remote E-voting	Voting through Ballot paper at AGM	Total voting
Number of members who cast their votes	101	6	107
Total number of Shares held by them	249956207	1647	249957854
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Abstained / Invalid Votes	Various as mentioned under each of the Resolution		

Note:

1. Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting or through Physical ballot which were cast at the venue of the meeting.
2. In respect of item number 14 and 15 of the Notice, being a Related Party Transactions, the promoters had abstained from voting on the Resolution.



I) Item No. 1 of the Notice (As an Ordinary Resolution):

Consideration and adoption of the audited financial statements of the Company for the financial year ended March 31, 2015 and the Reports of the Board of Directors and the Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	245176897	99.521	1179310	0.479	3600000
Voting at the Venue	1647	100.00	0	0	0
TOTAL	245178544	99.521	1179310	0.479	3600000

II) Item No. 2 of the Notice (As an Ordinary Resolution) :

Declaration of dividend for the financial year ended March 31, 2015

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	246356107	99.999	100	0.001	3600000
Voting at the Venue	1647	100.00	0	0	0
TOTAL	246357754	99.999	100	0.001	3600000

III) Item No. 3 of the Notice (As an Ordinary Resolution):

Appointment of Mr. Mr. Pravin Agarwal (DIN: 00022096) who retires by rotation and being eligible offers himself for reappointment as a Director of the Company

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	234656190	95.251	11699917	4.749	3600100
Voting at the Venue	1647	100.00	0	0	0
TOTAL	234657837	95.251	11699917	4.749	3600100



IV) Item No. 4 of the Notice (As an Ordinary Resolution):

Appointment of M/s. M/s. S R B C & Co. LLP., Chartered Accountants, (Firm Registration No. 324982E) as the Statutory Auditors

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	245177288	99.522	1178719	0.478	3600200
Voting at the Venue	1647	100.00	0	0	0
TOTAL	245178935	99.522	1178719	0.478	3600200

V) Item No. 5 of the Notice (As an Ordinary Resolution):

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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	246355872	99.999	85	0.001	3600250
Voting at the Venue	1647	100.00	0	0	0
TOTAL	246357519	99.999	85	0.001	3600250

VI) Item No. 6 of the Notice (As an Ordinary Resolution):

Appointment of Ms. Avaantika Kakkar (DIN 06966972) as an Independent Director of the Company:

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	240038893	97.436	6317114	2.564	3600200
Voting at the Venue	1647	100.00	0	0	0
TOTAL	240040540	97.436	6317114	2.564	3600200



VII) Item No. 7 of the Notice (As a Special Resolution):

Re-Appointment of Mr. Pravin Agarwal as a Whole-time Director of the Company

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	244748087	99.347	1607920	0.653	3600200
Voting at the Venue	1647	100.00	0	0	0
TOTAL	244749734	99.347	1607920	0.653	3600200

VIII) Item No. 8 of the Notice (As a Special Resolution):

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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	244748088	99.347	1607919	0.653	3600200
Voting at the Venue	1647	100.00	0	0	0
TOTAL	244749735	99.347	1607919	0.653	3600200

IX) Item No. 9 of the Notice (As a Special Resolution):

Payment of remuneration to Non-executive Directors of the Company

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	246354991	99.999	1016	0.001	3600200
Voting at the Venue	1647	100.00	0	0	0
TOTAL	246356638	99.999	1016	0.001	3600200



X) Item No. 10 of the Notice (As an Ordinary Resolution):

Approve the remuneration of the Cost Auditors

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	246320285	99.985	35722	0.015	3600200
Voting at the Venue	1647	100.00	0	0	0
TOTAL	246321932	99.985	35722	0.015	3600200

XI) Item No. 11 of the Notice (As a Special Resolution):

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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	245109412	99.494	1246595	0.506	3600200
Voting at the Venue	1647	100.00	0	0	0
TOTAL	245111059	99.494	1246595	0.506	3600200

XII) Item No. 12 of the Notice (As a Special Resolution):

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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	234655966	95.251	11700141	4.749	3600100
Voting at the Venue	1647	100.00	0	0	0
TOTAL	234657613	95.251	11700141	4.749	3600100



XIII) Item No. 13 of the Notice (As a Special Resolution):

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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	245177388	99.522	1178719	0.478	3600100
Voting at the Venue	1647	100.00	0	0	0
TOTAL	245179035	99.522	1178719	0.478	3600100

XIV) Item No. 14 of the Notice (As a Special Resolution):

To approve Related party transactions with Vedanta Limited

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	32139067	99.997	895	0.003	217816245
Voting at the Venue	1647	100.00	0	0	0
TOTAL	32140714	99.997	895	0.003	217816245

XV) Item No. 15 of the Notice (As a Special Resolution):

Approve Related party Transactions with Sterlite Power Grid Ventures Limited

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	32139067	99.997	895	0.003	217816245
Voting at the Venue	1647	100.00	0	0	0
TOTAL	32140714	99.997	895	0.003	217816245



All the Resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-voting and voting conducted at AGM by way of Ballot Papers with the requisite majority and hence deemed to be passed as on the date of the AGM.

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid/abstained, for each resolution is enclosed.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through Remote E-Voting and voting conduct at AGM by way of Ballot Papers by the Members of the Company. The Ballot papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you,
Yours Faithfully
For B.N. & Associates

CS B Narasimhan
(Proprietor)
(FCS no 1303 COP no 10440)



Place: Silvassa
Date: August 4, 2015

Witnesses:


1. Mr. Rajeev Kumar


2. Mr. Radhesh Nalam

Countersigned and received the report:


Mr. Amit Deshpande
Company secretary

Place: Silvassa
Date: August 4, 2015