



STERLITE TECHNOLOGIES LIMITED

CIN - L31300DN2000PLC000340

Registered Office: Survey No.68/1, Madhuban Dam Road, Rakholi – 396 230,
Union Territory of Dadra & Nagar Haveli, India

Phone: +91 20 30514000; Fax: +91 20 30514113

website – www.sterlitetechnologies.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 shifting of the Registered Office of the Company from the Union Territory of Dadra & Nagar Haveli to the State of Maharashtra at Aurangabad. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts pertaining to the aforesaid proposal is annexed hereto along with the Postal Ballot Form for your consideration.

The Board of Directors of the Company at its meeting held on May 18, 2015 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 business of the Postal Ballot shall, in addition to physical voting, also be transacted through electronic voting system. Accordingly, the Company, in compliance with Clause 35B of the Listing Agreement 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 Monday, June 29, 2015 (10 a.m.) and ends on Tuesday, July 28, 2015 (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 Tuesday, July 28, 2015. 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 Thursday, July 30, 2015 at 11 a.m. at Corporate Office of the Company and will be displayed at the Registered Office of the Company at Survey No. 68/1, Rakholi Village, Madhuban Dam Road, Silvassa-396230, Dadra Nagar Haveli as also the Corporate Office of the Company situated at 4th Floor, Godrej Millennium, 9 Koregaon Road, Pune – 411 001. 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.sterlitetechnologies.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 Resolution

ITEM NO.1:

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

To consider and if thought fit, with or without modification(s), the following resolution as a **Special Resolution**:

"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 the Registered Office of the Company from the Union territory of Dadra and Nagar Haveli to the State of Maharashtra at 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 at 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."

By Order of the Board of Directors of
Sterlite Technologies Limited

Amit Deshpande
Company Secretary & AGM (Legal)

Date: June 18, 2015
Place: Pune

Registered office:
Survey No. 68/1, Rakholi Village,
Madhuban Dam Road
Silvassa, Dadra Nagar Haveli – 396 230

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, June 12, 2015. 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, June 12, 2015.
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 read with 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 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 Clause 35B of the Listing Agreement, 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 Monday, June 29, 2015 @ 10.00 AM to Tuesday, July 28, 2015 @ 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. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xi) Corporate/Institutional Members (corporate /FIs/FLLs/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.sterlitetech@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.".
- a. Relevant documents referred in the Notice 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., Tuesday, July 28, 2015.

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.

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Registered Office of the Company is presently located at Survey No. 68/1, Rakholi Village, Madhuban Dam Road, Silvassa-396230, Dadra & Nagar Haveli. The Company is in process of business restructuring. The Board approved to demerge the Power Products Business and the Power Transmission Grid Business into a separate entity. As a result of this restructuring, Sterlite Technologies Limited will become a pure-play Telecom Products & Solutions Company. The Company has its integrated manufacturing facility for Telecom Products and a dedicated R&D Center at Waluj, Aurangabad. Post the shifting of the Registered Office of the Company from Dadra & Nagar Haveli to Maharashtra, the Annual General Meeting (AGM) can be held in the State of Maharashtra where the Company has a larger shareholder base. If the Registered Office of the Company is situated at Aurangabad, it will be easier for the Shareholders to attend the AGM of the Company. In light of above and other administrative and operational convenience, the Company is considering shifting the Registered Office from the Union Territory of Dadra & Nagar Haveli to the State of Maharashtra.

If the Shareholders so approve, the Registered Office of the Company will be shifted from Survey No. 68/1, Rakholi Village, Madhuban Dam Road, Silvassa – 396 230, Dadra & Nagar Haveli situated under the jurisdiction of the Registrar of Companies, Ahmedabad to E1, MIDC Industrial Area, Waluj, Aurangabad – 431136, Maharashtra, India situated under the jurisdiction of the Registrar of Companies, Maharashtra, Mumbai or such other location within the local limits of the city of Aurangabad, as the Board may deem fit.

In accordance with the provisions of Sections 12 and 13 of the Companies Act, 2013 pursuant to the shifting of the Registered Office of the Company from one union territory to another state, alteration in Clause II of the Memorandum of Association of the Company is required, which requires the approval of Shareholders in General Meeting by way of Special Resolution. Further, pursuant to the provisions of Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the special resolution of shifting of Registered Office of a listed company from one state to another is required to be approved by way of Postal Ballot only.

In light of the above facts, your approval is sought through Postal Ballot for shifting the Registered Office of the Company from the Union territory of Dadra & Nagar Haveli to the State of Maharashtra at Aurangabad and for altering Clause II of the Memorandum of Association of the Company.

The altered copy of the Memorandum of Association of the Company will be available for inspection at the registered office of the Company to any member during any working day between 11:00 a.m. and 1:00 p.m.

The proposed change will in no way be detrimental to the interest of any member of public, employees or any other person in any manner whatsoever.

The Board is of the opinion that the aforesaid Special Resolution is in the best interest of the Company and hence, recommends the above resolution for your approval as a special resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution, except as shareholders, if any of the Company.

By Order of the Board of Directors of
Sterlite Technologies Limited

Amit Deshpande
Company Secretary & AGM (Legal)

Date: June 18, 2015

Place: Pune