

July 05, 2024

**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C-1, G Block,  
Bandra Kurla Complex, Bandra (East)  
Mumbai - 400 051.

**BSE Limited**

Phirozee Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.

**Sub.: Submission of Notice of Twenty Fifth Annual General Meeting ("AGM")**

**Ref.: Scrip ID - STLTECH/ Scrip Code - 532374**

Dear Sir/Madam,

This is further to our letter dated July 03, 2024, wherein the Company had informed that the AGM of the Company is scheduled to be held on **Monday, July 29, 2024 at 9.00 a.m. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Notice of the 25<sup>th</sup> AGM of the Company.

The same is also being uploaded on the website of the Company at <https://www.stl.tech/> and on the website of Kfin Technologies Limited, Registrar and Share Transfer Agent, at <https://evoting.kfintech.com>.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For **Sterlite Technologies Limited**

**Amit Deshpande**

General Counsel & Company Secretary (ACS 17551)

Encl.: As above.



## STERLITE TECHNOLOGIES LIMITED

CIN - L31300PN2000PLC202408

Regd. Office: 4<sup>th</sup> Floor, Godrej Millennium, Koregaon Road 9, STS 12/1,

Pune - 411001 Maharashtra, India

Email - [secretarial@stl.tech](mailto:secretarial@stl.tech) ; Website - [www.stl.tech](http://www.stl.tech);

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

## Notice

**NOTICE** is hereby given that the Twenty Fifth Annual General Meeting (“AGM”) of the members of Sterlite Technologies Limited will be held on Monday, July 29, 2024 at 9.00 A.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

### ORDINARY BUSINESS:

1. a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and the Auditors thereon.
- b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Pravin Agarwal (DIN 00022096), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. **To approve appointment of Ms. Amrita Gangotra as an Independent Director for a first term of five consecutive years**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Rules made there under, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

including any statutory modification(s) or re-enactment thereof, for the time being in force, Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Ms Amrita Gangotra (DIN 08333492), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1) (b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from May 8, 2024 upto May 7, 2029, on such remuneration as detailed in the explanatory statement annexed hereto.

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

4. **To approve remuneration of Cost Auditor**

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

**“RESOLVED THAT** pursuant to provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof, for the time being in force], approval of the Company be and is hereby accorded for payment of remuneration of ₹ 120,000/- (Rupees One Lakh Twenty Thousand only) plus applicable taxes, and reimbursement of actual travel and out-of-

## Notice contd.

pocket expenses, if any, to Mr. Kiran Naik, Cost Accountant (Registration Number 10927) for conducting the audit of the cost records of the Company for the Financial Year 2024-25.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or the Audit Committee and/or the Company Secretary be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### 5. To approve payment of commission to Independent Non-executive Directors

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

“**RESOLVED THAT** pursuant to the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the members do hereby approve payment of commission for the financial year 2023-24 to the Independent Directors as below:

(INR Lakhs)		
Sr. No.	Name of Director	Commission Proposed
1	Mr. Sandip Das	36.00
2	Ms. Kumud Srinivasan	36.00
3	Mr. Subramanian Madhavan	36.00
4	Mr. Bangalore Jayaram Arun	36.00

**RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof, be and is hereby, authorised to take such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

### 6. To approve payment of remuneration to Mr. Pravin Agarwal, Whole-Time Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, Schedule V and other

applicable provisions of the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further to the Special Resolution passed by the members at the Annual General Meeting of the Company held on August 31, 2020, the members do hereby ratify, confirm and approve the remuneration of ₹ 8,37,00,000/- (Rupees Eight Crores Thirty Seven Lakhs only) paid to Mr. Pravin Agarwal (DIN: 00022096) as Whole-time Director for FY 2023-24 as Minimum Remuneration as per the terms of his appointment, which is in excess of the limits prescribed under the provisions of Section 197 read with Schedule V to the Act in view of no profits for FY 2023-24.

**RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof, be and is hereby, authorised to take such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

### 7. To approve payment of remuneration to Mr. Ankit Agarwal, Managing Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, schedule V and other applicable provisions of the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further to the Special Resolution passed by the members at the Annual General Meeting of the Company held on August 26, 2022, the members do hereby ratify, confirm and approve the remuneration of ₹ 4.18 Crores

(Rupees Four Crores and Eighteen Lakhs Only) paid to Mr. Ankit Agarwal (DIN: 03344202) as Managing Director for FY 2023-24 as Minimum Remuneration as per the terms of his appointment, which is in excess of the limits prescribed under the provisions of Section 197 read with Schedule V to the Act in view of no profits for FY 2023-24.

**RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof, be and is hereby, authorised to take such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

**8. To approve payment of remuneration to Mr. Venkatesh Murthy, Whole-Time Director**

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

“**RESOLVED THAT** pursuant to the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, relevant regulations of the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further to the Special Resolution passed by the members through Postal Ballot held on August 11, 2023, the members do hereby ratify, confirm and approve the remuneration of ₹ 0.84 Crore paid to Mr. Venkatesh Murthy (DIN: 08567907) as Whole-time Director for period August 2023 to March 2024 (since Mr. Murthy was appointed as a Director effective August 11, 2023) as Minimum Remuneration as per the terms of his appointment, which is in excess of the limits prescribed under the provisions of Section 197 read with Schedule V to the Act in view of no profits for FY 2023-24.

**RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof, be and is hereby, authorised to take such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

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

**Amit Deshpande**  
General Counsel & Company  
Secretary (ACS 17551)  
4<sup>th</sup> Floor, Godrej Millennium,  
Koregaon Road 9, STS 12/1,  
Pune 411001.

Date: May 8, 2024  
Place: Pune

## Notice contd.

### NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its various circulars issued from time to time have permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility, without the physical presence of the members at a common venue In compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the relevant MCA Circulars, the AGM of the Company this year as well is being conducted through VC/OAVM, and does not require physical presence of members at a common venue.
2. In terms of the Circulars, since physical attendance of Members has been dispensed with the facility for appointment of proxies by the Members is not be available for this AGM. However, Corporate Members are entitled to appoint authorised representatives under section 113 of the Act, to attend and participate at the AGM through VC/OAVM and cast their votes both by way of remote e-voting and voting electronically at the meeting. Corporate members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutinizer by e-mail through its registered e-mail address to [narasimhan.b8@gmail.com](mailto:narasimhan.b8@gmail.com) with a copy marked to [secretarial@stl.tech](mailto:secretarial@stl.tech).
3. The businesses set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The Company has availed the services of KFin Technologies Limited, Registrar and Transfer Agent of the Company ("RTA" or "KFin"), as the authorised agency for conducting of the AGM through VC/OAVM and providing e-voting facility. Detailed instructions for e-voting and procedure for joining the AGM through VC / OAVM are annexed to this Notice.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Institutional Investors, who are members of the Company are encouraged to attend and vote at the Twenty-Fifth AGM of the Company.
6. In compliance with the aforesaid circulars, the Notice of the AGM and Annual Report are being sent only through electronic mode to the Members whose e-mail addresses are registered with the Company or the Depository Participant(s) (DP). The Members who have not yet registered their email addresses are requested to register the same with their DP in case the shares are held by them in electronic form and with the Company or KFin in case the shares are held by them in physical form. The Notice and Annual Report for FY24 will also be available on the Company's website [www.stl.tech](http://www.stl.tech), websites of the Stock Exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin at <https://evoting.kfintech.com>
7. The deemed venue for the Twenty Fifth AGM shall be the Registered Office of the Company at 4<sup>th</sup> Floor, Godrej Millennium, Koregaon Road 9, STS 12/1,Pune - 411001
8. Members who have not registered their e-mail address or registered an incorrect email address and in consequence Notice of the AGM and Annual Report could not be serviced, may also temporarily get their email address and mobile number registered with KFin, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for sending the same. Alternatively, member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via e-mail at the e-mail id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for obtaining the Notice of the AGM and Annual Report by email/ physical copy.
9. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, NECS, ECS mandates, power of attorney, change of address/name/ email address(es), etc. to their DP only and not to KFin. Changes intimated to the DP will automatically get reflected in the Company's records which will help the Company and its RTA to provide efficient and better service to the Members. Members holding shares in physical form are requested to advice such changes, if any, to KFin.
10. SEBI vide its circular dated January 25, 2022, has mandated that listed companies shall henceforth issue the securities in dematerialised

form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold share certificates in physical form are advised to dematerialise their holdings. Members holding shares in physical form are advised to avail the facility of dematerialisation by contacting a DP of their choice.

11. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. Pursuant to section 72 of the Act read with SEBI circular dated November 03, 2021 and clarification circular dated December 14, 2021 and circular dated March 16, 2023, introducing common and simplified norms for processing investor's service request by the RTA and norms for furnishing PAN, KYC details and Nomination, any service requests or complaints received from the holder(s) / claimant(s), cannot be processed till PAN, KYC and Nomination documents / details are updated.

Accordingly, The Company has sent individual letters to all the Members holding shares in physical form for furnishing the aforesaid details. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are once again requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialised form. Members can download these KYC forms to make their service request with RTA from Company's website <https://stl.tech/investor/> or from the website of RTA at <https://ris.kfintech.com/clientservices/isc/default.aspx> or contact the Company/RTA for assistance in this regard.

SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details and nomination. The folios wherein any one of the said document/details are not updated on or after October 1, 2023 shall be frozen by the RTA. Further, such member will not be eligible to receive dividend in physical mode.

13. Non-Resident Indian Members are requested to inform KFin, immediately of:

- a) Change in their residential status on return to India for permanent settlement.
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

14. Members are requested to note that dividends not encashed or remaining unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to Investor Education and Protection Fund ("IEPF") of the Central Government, established under Section 125 of the Act. Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all the shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority.

15. The Company has been maintaining, inter alia, the following statutory registers in electronic form at its registered office at 4<sup>th</sup> Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune - 411001:

- i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
- ii) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Act.

In accordance with the MCA circulars, the said registers shall be made accessible for inspection through electronic mode, which shall remain open and be accessible to any member during the continuance of the meeting.

The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2015-16 and interim dividend for financial year 2016-17, from time to time to IEPF. The Company has been sending reminders to Members before transfer of such dividend(s) to IEPF.

The details of unpaid and unclaimed dividends lying with the Company as on March 31, 2024 are uploaded on the website of the Company and can be accessed through the link [https://www.stl.tech/latest\\_disclosure.html](https://www.stl.tech/latest_disclosure.html). Members who have not so far encashed their dividend warrants for the years from 2016-17 to 2022-23 may approach KFin, for payment thereof,

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to avoid transfer as per the dates mentioned below:

Dividend for the year	Due Date for Transfer to IEPF
2016-17	August 10, 2024
2017-18	August 2, 2025
2018-19	August 23, 2026
2019-20	October 7, 2027
2020-21	October 2, 2028
2021-22	October 2, 2029
2022-23	October 15, 2030

Members whose shares have been transferred to IEPF may claim the shares by making an application in Form IEPF-5. Detailed procedure and the required documentation for claiming the shares/dividend refund can be accessed at [www.iepf.gov.in](http://www.iepf.gov.in)

16. An Explanatory Statement pursuant to Section 102 (1) of the Act, relating to the Special Businesses to be transacted at the meeting is annexed hereto.
17. Certificate from Secretarial Auditors of the Company certifying that the ESOP Scheme 2010 of the Company is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will also be available for inspection by the members through electronic mode.
18. As required under Listing Regulations and Secretarial Standard 2 on General Meetings, details in respect of Directors seeking re-appointment at the AGM, are separately annexed hereto.
19. All documents referred to in the above Notice and Explanatory Statement will be available electronically for inspection for Members between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the voting results. Members seeking to inspect such documents can send an e-mail to [secretarial@stl.tech](mailto:secretarial@stl.tech)
20. Since the AGM is being held through VC/OAVM, the Route Map, Attendance Slip and proxy form are not attached to this Notice.

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

**Amit Deshpande**  
General Counsel & Company  
Secretary (ACS 17551)  
4<sup>th</sup> Floor, Godrej Millennium,  
Koregaon Road 9, STS 12/1,  
Pune 411001.

Date: May 8, 2024  
Place: Pune

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

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

(Particulars as on May 8, 2024)

Name of the Director	Mr. Pravin Agarwal	Ms. Amrita Gangotra
<b>DIN</b>	00022096	08333492
<b>Date of Birth</b>	16-Oct-1954	3-Aug-1965
<b>Date of first appointment on the Board</b>	30-Oct-2006	8-May-2024
<b>Experience including expertise in specific functional area/Brief Resume</b>	<p>Mr. Pravin Agarwal is the Vice Chairman and Whole-time Director of the Company, and the Non-Executive Chairman of Sterlite Power Transmission Limited. He has been closely involved with Sterlite Group's operations in India since its inception in 1979. He has been the driving force behind the expansion of Sterlite Group's telecom and power businesses into multiple markets and the company's continued growth momentum. He is an astute businessman and a leader with almost four decades of experience.</p>	<p>Ms. Amrita Gangotra is a commercially focused and award-winning technology leader with experience gained in India, UK and Europe of using technology to drive business performance and deliver value in the Telecommunications, IT services and FMCG sectors. Ms. Gangotra embarked on an entrepreneurial career journey in 2019 as Founder and Managing Director of ITyukt Digital Solutions which provides consultancy and advisory services in 5G, IoT, AI /ML based digital transformation for Enterprises. Ms. Gangotra has also served at Vodafone UK as a Head of Enterprise Technology and Vodafone Hungary as the Director Technology. Ms. Gangotra also worked with Airtel in multiple senior roles wherein she led the technology and innovation. She was also the CIO &amp; GM-ITSM at HCL Comnet and Senior Project Manager at Nestle. Ms. Gangotra started her career as a Research Officer at Allen Bradley and a Sr. System Manager at HCL Ltd. She has been a member of the executive management team at Bharti Airtel and Vodafone Hungary and possesses the experience of mentoring start-ups and technology advisory for PE funds.</p> <p>She has held key roles in many business-impacting transformation initiatives including revenue-share IT outsourcing deal for Bharti Airtel with IBM, launch of tech platform for Airtel Payment, creating the IT platform for Global Enterprise business at Vodafone, introducing the tools and organization to support the Digital Telco strategy of Vodafone, CWW M&amp;A integration, 4G network roll out and preparing for 5G introduction.</p> <p>She is also an independent board member of multiple listed and unlisted companies like Max Healthcare Institute Ltd., Tanla Platforms Ltd, Triveni Turbine Ltd. and India1 Payment Ltd.</p>



## Notice contd.

Name of the Director	Mr. Pravin Agarwal	Ms. Amrita Gangotra
<b>Justification for choosing for appointment as Independent Director</b>	NA	Ms. Amrita Gangotra brings with her 35 years of experience across various industries i.e. IT, Telecom and FMCG in IT transformation, consultation and service delivery. She is also an independent board member of multiple listed and unlisted companies. Her expertise will help the Company to provide a solid foundation to establish technology leadership.
<b>Remuneration last drawn</b>	As per Item No. 6 of the Notice of this meeting read with the explanatory statement	NA
<b>Remuneration proposed to be paid *</b>	As per Item No. 6 of the Notice of this meeting read with the explanatory statement	As per Item No. 3 of the Notice of this meeting read with the explanatory statement
<b>Terms and Conditions of Appointment/Re-appointment</b>	As per Item No. 2 of the Notice, Mr. Pravin Agarwal is proposed to be re-appointed as Whole-time Director, liable to retire by rotation.	As per Item No. 3 of the Notice read with the explanatory statement, Ms. Amrita Gangotra is proposed to be appointed as Independent Director of the Company for a period of five years commencing from May 8, 2024, not liable to retire by rotation.
<b>Directorships in other Companies (Excluding Foreign Companies)</b>	<ol style="list-style-type: none"> <li>1. Sterlite Power Transmission Limited</li> <li>2. Twin Star Display Technologies Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Triveni Turbine Limited</li> <li>2. Max Healthcare Institute Limited</li> <li>3. Tanla Platforms Limited</li> <li>4. India1 Payments Limited</li> <li>5. Valuefirst Digital Media Private Limited</li> <li>6. Tanla Digital Labs Private Limited</li> <li>7. Tanla Digital (India) Private Limited</li> <li>8. Karix Mobile Private Limited</li> </ol>
<b>Memberships / Chairpersonships of other companies **</b>	<p><b>Sterlite Power Transmission Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee- Member</li> <li>• Stakeholder's Relationship Committee- Member</li> </ul>	<p><b>Max Healthcare Institute Ltd.</b></p> <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> </ul> <p><b>Tanla Platforms Ltd.</b></p> <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> <li>• Stakeholder's Relationship Committee- Member</li> </ul> <p><b>India1 Payments Ltd.</b></p> <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> </ul>
<b>Listed entities from which the Director has resigned in the past three years</b>	Nil	Nil
<b>No. of shares held in the Company (including shareholding as a beneficial owner)</b>	50,000	Nil
<b>Relationship with other Directors/KMPs</b>	Brother of Mr. Anil Agarwal, Chairman and Father of Mr. Ankit Agarwal, Managing Director	Nil
<b>No. of Board Meetings attended during the year</b>	5	NA <sup>#</sup>

Name of the Director	Mr. Pravin Agarwal	Ms. Amrita Gangotra
<b>Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.</b>	NA	The NRC had identified skill set of strength and experience in the areas of technology and IT sector as a preference for the new candidate. Ms. Amrita Gangotra is an award-winning technology leader with experience in the fields of technology telecommunications and IT services. Considering her rich experience, Ms. Gangotra meets the requirements as laid down by the NRC.

\* Excluding sitting fees for attending meetings

\*\*Chairpersonship and membership of audit committee and stakeholders' relationship committee are considered.

#Ms Amrita Gangotra is appointed effective May 08, 2024.

## EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

### ITEM 3

Upon the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors had appointed Ms. Amrita Gangotra as Additional (Independent) Director of the Company effective May 8, 2024, pursuant to Section 161 of the Act, 2013. Ms. Amrita Gangotra holds office upto the date of ensuing AGM of the Company.

The Company has received a notice in writing from a member proposing candidature of Ms. Amrita Gangotra for the office of Independent Director, to be appointed as such under Section 160 of the Act. The Company has received declarations from Ms. Gangotra to the effect that she meets the criteria of independence as provided in the Act and the Listing Regulations.

Accordingly, it is proposed to appoint Ms. Amrita Gangotra as Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from May 8, 2024 upto May 7, 2029, pursuant to Section 149, and other applicable provisions of the Act and the Rules made thereunder. She will not be liable to retire by rotation. Ms. Amrita Gangotra will be entitled for the sitting fees for attending the meetings of the Committee and the Board of Directors. She will also be entitled for the commission as may be approved by the Board of Directors/Shareholders year on year.

Brief profile of Ms. Amrita Gangotra is given as a part of the Annual Report. Relevant details under the Listing Regulations and SS-2, issued by the Institute of Company Secretaries of India, have been also provided elsewhere in this Notice.

Copy of the draft letter for appointment of Independent Directors setting out the terms and conditions is available for inspection by the members in the manner provided in the Notes to this Notice of AGM.

In the opinion of the Board, Ms. Amrita Gangotra fulfills the conditions specified in Section 149, 152 and Schedule IV to the Act read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and is independent of the management.

The Board recommends the appointment of Ms. Amrita Gangotra as Independent Directors as set out in Item No. 3 for the approval of the shareholders of the Company.

Except for the Ms. Amrita Gangotra being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the proposed Special Resolution as set out in Item No. 3 of this Notice.

### ITEM 4

Upon the recommendation of the Audit Committee, the Board of Directors has approved appointment of Mr. Kiran Naik, Cost Accountant as Cost Auditor to conduct of the audit of cost records of the Company for the Financial Year 2024-25, at a remuneration of ₹ 120,000 plus taxes as applicable and reimbursement of actual travel and out of pocket expenses.

In terms of Section 148 of the Act read with Rule 14 of Companies (Audit and Auditors) Rules 2014, as amended from time to time, remuneration payable to the Cost Auditor is required to be approved by the members. Accordingly, approval of the members is sought for the resolution at Item No. 4 of the Notice.

## Notice contd.

None of the Directors or Key Managerial Personnel of the Company or their relatives have any concern or interest, financially or otherwise, in the proposed resolution.

### ITEM 5

In terms of the provisions of Section 197, read with Schedule V to the Act, the Company is required to obtain approval of the members by way of special resolution for payment of remuneration/commission to non-executive directors in case of no profits/inadequacy of profits.

The Company has no profits for FY24 and in view of the above, approval of the Members is sought for paying commission to the Independent non-executive Directors. **In comparison to FY23, there is no increase in the proposed commission for FY24.**

The Nomination & Remuneration Committee and the Board of Directors at their meetings held on May 7, 2024 and May 8, 2024, respectively, have considered this proposal and recommended/ approved the commission proposed considering criteria such as attendance and contributions at the Board and Committee meetings. These include providing strategic oversight to the Company and providing guidance and suggestions in operational matters and business reviews to help fulfill the short term and long term business objectives of the Company.

The Board recommends the resolution set out at Item No. 5 of the Notice to the Members for their consideration and approval, by way of Special Resolution.

Disclosure(s) in terms of Section 197 read with Schedule V to the Act & applicable Rules thereunder is provided as Annexure to this Notice.

Except for Independent Directors, 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 set out at Item No. 5 of the Notice.

### ITEM 6, 7 & 8

Mr. Pravin Agarwal was re-appointed as the Vice Chairman and Whole-time Director of the Company by way of a special resolution passed by the members at the Annual General Meeting of the Company held on August 31, 2020, effective October 30, 2020 for a period of five years.

Mr. Ankit Agarwal was appointed as the Managing Director of the Company by way of a special resolution passed by the members at the Annual General Meeting of the Company held on August 26,

2022, effective October 8, 2021 for a period of five years.

Mr. Venkatesh Murthy was appointed as the Whole-time Director of the Company by way of a special resolution passed by the members through Postal Ballot effective August 11, 2023 for a period of five years.

The Members have approved the remuneration of the Managing Director and Whole-time Directors as stated in the above respective notices of AGMs/ Postal Ballot. **Further, the members had also approved that the said remuneration be paid as “minimum remuneration” to the Managing Director and Whole-time Directors in the event of insufficient profit or loss in accordance with provisions of Schedule V to the Act.**

In terms of the provisions of Section 197, read with Schedule V to the Act, the Company is required to obtain approval of the members by way of special resolution for payment of remuneration to Managerial Personnel and whole-time directors in case of no profit/ inadequacy of profit.

Pursuant to Regulation 17(6)(e) of the Listing Regulations Regulations, 2015, approval of shareholders by way of Special Resolution is required if the annual remuneration payable to executive directors who are Promoters or members of Promoter Group exceeds ₹ 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher;

Any sums paid in excess of the said statutory limit become refundable to the Company and until such sums become refundable, they are held in trust for the Company by the director, unless the Company waives recovery of the said amount by way of a Special Resolution passed by the members.

**The Company, as on date, is not in default in payment of dues to any bank or public financial institution or to non-convertible debenture holders or to any other secured financial creditor, and accordingly their prior approval is not required for approving the proposed special resolutions.**

The Company has incurred losses for FY24 and in view of the above, approval of the Members is sought for remuneration payable to the Managing Director and Whole-time Directors as set out at Item nos. 6, 7 and 8 of the Notice. **It is clarified that no increase in remuneration of the Managerial Personnel is proposed in terms of the resolutions set out at Item nos. 6, 7 and 8 of this Notice and the same is within the overall remuneration limits already approved**

**by the Members earlier at the AGMs/ through Postal Ballot as stated above.**

The Nomination & Remuneration Committee of Directors and the Board of Directors at their meetings held on May 7, 2024 and May 8, 2024, respectively, have considered this proposal and recommended/ approved the remuneration proposed to be paid to the managerial personnel, subject to approval of the Members by way of Special Resolution.

The Board recommends the resolution set out at Item Nos. 6, 7 and 8 of the Notice to the Members for

their consideration and approval, by way of Special Resolution.

Disclosure(s) in terms of Section 197 read with Schedule V to the Act & applicable Rules thereunder is provided as Annexure to this Notice.

Except for Mr. Pravin Agarwal (for item no 6 & 7), Mr. Ankit Agarwal (for item no 6 & 7) and Mr. Venkatesh Murthy (for item no 8), 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 set out at Item No. 6, 7 & 8 of the Notice.

# Notice contd.

## ANNEXURE

### (A) Disclosure(s) in terms of Section 197 read with Schedule V to the Companies Act, 2013 & applicable Rules thereunder

#### I. General Information

- Nature of Industry: Telecom - Equipment & Accessories**
- Date or expected date of commencement of commercial production:** The Company was incorporated on March 24, 2000 and on receipt of Commencement of Business Certificate on March 31, 2000, the Company had since commenced its business.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- Financial Performance based on given indicators:**

Particulars	₹ in Crores		
	2023-24	2022-23	2021-22
Revenue from operations	3,952	5,356	5,021
Total Income	4,125	5,531	5,080
Earnings before exceptional items, interest, tax, depreciation and amortisation (EBITDA)	302	916	487
Less: finance cost	294	280	219
Less: depreciation and amortisation expense	197	203	209
Less: Exceptional item	0	0	(53)
Profit/ (Loss) before tax	(189)	433	112
Profit/ (Loss) under Sec. 198	(113)	166	287

It may be noticed from the above table that there is significant reduction in its operating performance and financial results in FY24, primarily due to macro factors such as subdued demand, slow economic growth and liquidity stress.

#### 5. Foreign Investment or collaborations, if any:

The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company. Foreign investors, mainly comprising Foreign Promoter, FPIs are investors in the Company on account of past issuances of securities and secondary market purchases.

#### II. Information about the Appointee

	Mr. Pravin Agarwal	Mr. Ankit Agarwal	Mr. Venkatesh Murthy
<b>Background details</b>	Mr. Pravin Agarwal is the Vice Chairman and Whole-time Director of STL, and the Non-Executive Chairman of Sterlite Power Transmission Limited. He has been closely involved with Sterlite Group's operations in India since its inception in 1979.	Mr. Ankit Agarwal has been leading STL's growth journey as it transforms billions of lives by connecting the world. Over the past 13 years at STL, first as the head of international sales, then as the CEO of the Optical Networking business and now as the Managing Director. Recognised as a 40 under 40 leader, Ankit is a strong supporter of young and entrepreneurial talent.	Mr. Venkatesh Murthy has been associated with the Company since 2006 and currently a whole-Time Director as well as Chief Operations Officer for Optical Networking Business of the Company. Mr. Murthy has over three decades of experience in handling manufacturing operations, business and projects.
<b>Past remuneration</b>	As provided in the annexure	As provided in the annexure	NA Appointed as whole-time director effective August 11, 2023.

	<b>Mr. Pravin Agarwal</b>	<b>Mr. Ankit Agarwal</b>	<b>Mr. Venkatesh Murthy</b>
<b>Job profile and suitability</b>	Mr. Pravin Agarwal, Vice Chairman of the Company has been the driving force behind the expansion of Sterlite Group's telecom and power businesses into multiple markets and STL's continued growth momentum. He is an astute businessman and a leader with almost four decades of experience. He has been on the Board of STL since October 30, 2006.	Mr. Ankit Agarwal, Managing Director of the Company is the force behind STL's dramatic global expansion, customer-first ethos, R&D focus and strategic joint ventures & acquisitions. He has strengthened STL's presence in India, USA, UK, Italy, China and Brazil.	Mr. Venkatesh Murthy, Whole-Time Director, has played pivotal role in building Company's capabilities to cater to new geographies like North America, Europe & SEA region. He has also been instrumental for successful completion of various capex expansion and integration of manufacturing operations in Italy and USA. He is head of Operations for all the plants of STL. In addition to the Operations, he is also responsible for Supply Chain Management and Quality functions at STL level.
<b>Remuneration proposed</b>	₹ 8.37 Cr.	₹ 4.18 Cr.	₹ 0.84 Cr.
<b>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any</b>	Mr. Pravin Agarwal is brother of Mr. Anil Agarwal and father of Mr. Ankit Agarwal	Mr. Ankit Agarwal is son of Mr. Pravin Agarwal	Nil

• **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person**

The salary structure for Managing Director and Whole-time Directors, in line with the Company's Human Resources Total rewards policy is as below:

1. Fixed salary: Salary plus incentives and perquisites as mentioned below.
  - a) Annual incentive -
    - i. Individual Performance based incentive. It is 20% of total Incentive.
    - ii. Company Performance based incentive. It is 10% of total Incentive.
    - iii. Business Performance based incentive. It is 70% of total Incentive
  - b) Perquisites:
    - i. Medical benefits for self and family: All medical expenses incurred by the Executive Director and family shall be reimbursed in accordance with the Sterlite Group Mediciam Policy;
    - ii. Insurance: As per Sterlite Group Accident and Term Life Policy.

## Notice contd.

### 2. Variable Pay/Incentive

The parameters for incentive for all the aforesaid three directors are driven by

Parameter (KPI)	Definition	Weightage
<b>Order Book</b>	Value of new contracts signed for the period (Q1, Q2, Q3) and YTD (Q4) with customers for buying Services/Products as reported in Salesforce and verified by the Finance team (FPA)	20%
<b>Revenue</b>	Audited / Reviewed Revenue for the period (Q1, Q2, Q3) and YTD (Q4), as reported by the Finance team (FPA)	20%
<b>EBITDA</b>	Audited / Reviewed Earnings before interest, taxes, depreciation, and amortization for the period (Q1, Q2, Q3) and YTD (Q4), as reported by the Finance team (FPA)	20%
<b>GFI (Absolute-GSB,ONB)</b>	GFI - Gross Fund Involvement (Inventory, Gross Debtors without factoring / Export Advance / any other treasury product (defined / undefined) impacting debtors, Unbilled Revenue, Loans, Prepaid Expenses, Advance Income Tax, Deferred Tax, Advances to suppliers etc., security deposit, Interest on deposits, Derivative Instruments). Actual absolute GFI target to be recalculated based on the AGP GFI days (365 x AGP GFI / AGP Revenue) and actual TTM Revenue, as reported by the Finance team (FPA)	20%
<b>Net Cash Generation</b>	Audited / Reviewed EBITDA less interest less tax less change in NFI less CAPEX payment less M&A investment plus M&A divestment, as reported by the Finance team (FPA) excluding cash generation on account of any treasury initiatives such as LC Extension, Vendor Financing, Factoring, Export Advance, and any other instructions passed during the financial year, which are required to manage cash at STL level due shortfall in AGP collection.	20%
<b>Total Weighted Score</b>		100%

### 1. Ankit Agarwal - Managing Director

Below is the year on year movement of salary for the last 3 years.

Details	Fixed Pay (including retirement benefits)	Annual Variable Pay	Total	% Increase
FY22	2.68	1.04	3.72	
FY23	2.64	1.38	4.02	8.1%
FY24	2.69	1.50*	4.19	4.2%

\* This is a variable pay paid to Mr. Ankit Agarwal during FY24 based on the Business and Company performance for FY23

**Mr. Ankit Agarwal will not be paid Business/Company Performance based Variable Pay for FY24 considering the Company performance.**

The Fixed and Total Compensation for the Mr. Ankit Agarwal is slightly below average as compared to the AON Executive Benchmark market data.

### 2. Pravin Agarwal - Vice Chairman & Whole-time Director

Below is the year on year movement of salary for the last 3 years.

Details	Fixed Pay	Annual Variable Pay	Total	% Increase
FY22	8.27	1.90	10.17	
FY23	8.71	0.06	8.76	(13.9)%
FY24	8.37	-	8.37	(4.5)%

**Mr. Pravin Agarwal will not be paid business/company performance based variable pay for FY24 considering the Company performance.**

**Additionally, Mr. Pravin Agarwal's compensation has not been revised for the past 3 years and he has also not received any bonus for this period / STIs.**

Mr. Pravin Agarwal has been closely involved with Sterlite Group's operations in India since its inception in 1979. He has been the driving force behind the expansion of Sterlite Group's telecom and power businesses into multiple markets and STL's continued growth momentum.

### 3. Venkatesh Murthy - Whole-time Director (Director- Operations)

Details	Fixed Pay	Annual Variable Pay	Total	% Increase
FY24*	0.74	0.10	0.84	-

\* Remuneration paid for period August 2023 to March 2024 as Mr. Venkatesh Murthy was appointed as whole-time Director effective August 11, 2023.

**Mr. Venkatesh Murthy will not be paid business/company performance based variable pay for FY24 considering the Company performance.**

The compensation offered to Mr. Venkatesh Murthy is in line (Median +) when positioned with the AON Executive benchmark Market data for his role.

- Results, Recognition and Awards:**

The Company has received several leading awards over the past years. The table below contains a selection of the awards which the Company has received, based on different types of awards under the leadership of the whole-time directors of the Company:

S. No.	Award
1.	<b>ET Future Ready Organisations Award</b> The list features the best companies that have seized the unique opportunities before them, to imagine and create new systems that are more flexible, integrated, resilient and ultimately, more human.
2.	<b>4th ICC Occupational Health and Safety Gold Award by Indian Chamber of Commerce in 2022</b> We were conferred with the prestigious 4th ICC Occupational Health and Safety Gold Award by ICC. We were recognised for the efforts put in by our Global Services Business - India team, for achieving our goal of improving the health, safety and well-being of our people and other stakeholders engaged with us.
3.	<b>Environmental + Energy Leads Award for Sustainability</b> These awards recognise excellence and innovation providing companies with improved environmental management outcomes. We bagged the top award under the 'Top Project Waste Management' category.
4.	<b>Golden Peacock CSR Award 2023</b> We have won the prestigious 'Golden Peacock Award for Corporate Social Responsibility', organised by the Institute of Directors (IOD). We were recognised for our proactive action across areas such as -Women Empowerment, Healthcare, Education and Environment Conservation.
5.	<b>2022 Cabling Innovators Awards</b> Gold Honorees Cabling Innovators Awards recognise excellence in innovation that drives meaningful impact on the industry. Our Optotec Compact Optical Ribbon Closure and Celesta Intelligently Bonded Ribbon Optical Fibre Cable has been recognised for bringing innovation in the telecom industry.
6.	<b>Tata Innovista Award for our product "Stellar Fibre" in 2022</b> Our ground-breaking innovation "Stellar Fibre" won the TATA Innovista 2022 award (Special Recognition) in the area of "Most Innovative Partner" for the project "G.657.A2 Fibre for Core & Access Networks".
7.	Golden Peacock National Quality Award winner under Telecom category 2023
8.	Digital Transformance 2023 Award - Risk Governance
9.	Mr. Ankit Agarwal won recognition of Top Young business leaders- 40 under 40 by The Economic Times and 40 under 40 achievers award 2022 from BW Disrupt



# Notice contd.

## III. Other Information

### 1. Reasons of loss or inadequate profits:

Inventory overhang and high interest rate environment resulted in slow down of industry wide demand for Optical connectivity products.

- Inventory overhang: Supply chain disruptions during Covid-19 years increased lead times for the entire industry. In order to procure quantities for continuing operations and with high lead times, key customers (telcos, infra providers etc.) ordered heavily (esp. in 2022) leading to excess inventory built up in the system. Customers have been consuming this inventory for the past 4-5 quarters resulting in lower orders across the industry even when usage of connectivity products on the ground is at an all-time high in US & specific European countries.
- Higher interest rate environment resulted in a capex slowdown as customers rely on heavy debt for running the business. Increased interest costs & debt reduction focus lead to rationalization of capital allocation models resulting in lower than usual capex spend growth across the industry.

This demand reduction led to lower volumes and consequently profitability getting affected adversely given capacity utilization wasn't optimal along with excess inventory at company level. While the company has taken quick actions related to cost rationalization to soften the impact, profitability took a significant hit during the second half of the financial year.

### 2. Steps taken or proposed to be taken for improvement:

Your Company believes that it is well positioned to capture opportunities for future growth and profitability, based on its competitive strengths. The Company has taken various initiatives, to maintain & further improve market share along with financial performance. It has been aggressively pursuing and implementing its strategies to reduce costs and improve cash flows and launch new products. Following factors/ steps are contributing to further improvements in this regard:

- Presence established in all key demand markets
- Sales & supply chain readiness to ensure demand growth from US market, specific European countries and India
- Focus on government programs such as BEAD, BharatNet etc.
- Production capacity for growth - Operations ready
- Driving enhanced customer focus and co-developing customized products/solutions
- In roads in complementary Optical Interconnect (OI) space. Appropriate focus on industry first solutions and OI business growth.
- Actioning right priorities that turned around Global services business for FY24 and helped scale STL Digital business
- Right sizing the organization by divesting non-core, subscale assets and auctioning our priority on cost and cash
- Cost rationalization programs underway
- Debt reduction via Qualified Institutional Placement (QIP) leading to lower interest costs
- Focus on Cash generation enabled reduction of Net debt during FY24
- Balancing talent ambition and costs.

### 3. Expected increase in productivity and profits in measurable terms:

The Company is focused extensively on right sizing the business and operational improvements through various strategic projects for sales & operational excellence, and cost rationalisation initiatives. Though the industry has witnessed a slowdown in past 3-4 quarters, in anticipation of increasing demand for fiber deployments via private & public spending along with inventory digestion, the aforementioned steps taken / to-be-taken by the company as mentioned in Point no. 2 is expected to significantly improve the Company's performance and profitability.

The results of market factors & below mentioned initiatives are likely to have a big impact on revenue & profitability in the coming year.

- Growing demand in the industry coupled with lowering of existing inventory with customers and increased government spending on connecting the unconnected (i.e. Bharatnet Ph-3, BEAD etc.) -> capacity utilization increase
- Demerger of Global Services business (GSB) into a separate entity will enable accelerated growth of Optical Networking Business (ONB) and allow the GSB to explore suitable strategies to fund its growth plans. This demerger will also allow dedicated

and specialized management focus on the specific needs of the respective businesses to unlock value and improve profitability.

- Cost measures taken to play out -> lower fixed & variable costs
- Interest cost reduction due to QIP -> lowering interest costs

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

**Amit Deshpande**

General Counsel & Company Secretary  
(ACS 17551)

4<sup>th</sup> Floor, Godrej Millennium, Koregaon Road 9,  
STS 12/1, Pune 411001

## Notice contd.

### INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC / OAVM AND E-VOTING

- i. Pursuant to Section 108 and other applicable provisions of the Act, read with the Companies (Management & Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI Listing Regulations. Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin on all resolutions set forth in this Notice.

Further, the facility for voting through electronic voting system will also be made available at the Meeting (“Insta Poll”) and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

- ii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The members who have cast their vote by remote e-voting may also attend the Meeting through VC/OAVM but shall not be entitled to cast their vote again at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as “INVALID”.
- v. The manner of voting remotely by members holding shares in dematerialised mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below.

The remote e-voting facility will be available during the following voting period:

- Commencement of remote e-voting: 10:00 a.m. on Thursday, July 25, 2024
- End of remote e-voting: 5:00 p.m. on Sunday, July 28, 2024

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFin upon expiry of the aforesaid period.

- vi. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being Monday, July 22, 2024 (“Cut-off date”). A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. July 22, 2024 only shall be entitled to avail the facility of remote e-voting / e-voting during the meeting.
- vii. Any person holding shares in physical form and non-individual members, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with KFin for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- viii. In case of Individual Members holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the Cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual members holding securities in demat mode”.
- ix. The Board of Directors has appointed Mr. B Narasimhan, Proprietor BN & Associates, Practicing Company Secretary (Membership No. FCS 1303 and Certificate of Practice No. 10440), or failing him, Mr. Venkataraman K, Practicing Company Secretary (Membership No. ACS 8897 and Certificate of Practice No. 12459) as a Scrutinizer to scrutinize the remote e-voting and Insta Poll process in a fair and transparent manner.
- x. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser’s Report and submit the same to the Chairman or a person authorised by him, who shall countersign the same. The scrutinizer shall submit his report to the Chairman or a person authorised by him in writing, who shall declare the result of the voting. The result of e-voting

will be declared within two working days of the conclusion of the AGM and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: [www.stl.tech](http://www.stl.tech) and on the website of KFin at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the stock exchanges.

- xi. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the Resolutions.

## INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING:

- i. The details of the process and manner for remote e-Voting and AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual members holding shares in demat mode.

Step 2 : Access to KFin e-Voting system in case of members holding shares in physical and non-individual members in demat mode.

Step 3: Access to join virtual meetings of the Company on Kfin system to participate AGM and vote at the AGM.

### Details on Step 1 are mentioned below:

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

Type of members	Login Method
Individual Members holding securities in demat mode with NSDL	<p><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Select "Register Online for IDeAS" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in point 1</li> </ol> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.Kfin.</li> <li>V. On successful selection, you will be redirected to Kfin e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>

## Notice contd.

Type of members	Login Method
Individual Members holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfin e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e Kfin where the e- Voting is in progress.</li> </ol>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>III. Click on options available against company name or e-Voting service provider – Kfin and you will be redirected to e-Voting website of KFin for casting your vote during the remote e-Voting period without any further authentication.</li> </ol>

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

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 or 022-4886 7000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800-225-533

### Details on Step 2 are mentioned below:

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

- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password.

They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of

- Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Sterlite Technologies Limited - AGM' and click on "Submit"
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [narasimhan.b8@gmail.com](mailto:narasimhan.b8@gmail.com) or at [venkatk1960@gmail.com](mailto:venkatk1960@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_Even No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFin, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the

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email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

- ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

### Details on Step 3 are mentioned below:

#### III) Instructions for all the members, including Individual and other than Individual for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Members will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFin. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFin. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM though VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vi. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- vii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- viii. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

### OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfin. On successful login, select 'Speaker Registration' which will opened from Wednesday, July 24, 2024 till Friday, July 26, 2024. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM as appropriate for smooth conduct of the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received

from Kfin. On successful login, select 'Post Your Question' option which will be opened from Wednesday, July 24, 2024 till Friday, July 26, 2024.

- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfin Website) or at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFin's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on July 22, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
    1. Example for NSDL:
    2. MYEPWD <SPACE> IN12345612345678
    3. Example for CDSL:
    4. MYEPWD <SPACE> 1402345612345678
    5. Example for Physical:
    6. MYEPWD <SPACE> XXXX1234567890
  - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).