

Sterlite Power

Sterlite Power Transmission Limited

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NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Equity Shareholders ('Members') of the Company will be held at Survey No. 99, Rakholi Village, Madhuban Dam Road, Silvassa – 396230, Union Territory of Dadra & Nagar Haveli, INDIA, on Wednesday, the 29th day of March, 2017 at 10:00 a.m. to transact the following business:

SPECIAL BUSINESS

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

“RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules framed thereunder (including any statutory modification or re-enactment thereof) and subject to such approvals as may be required under this Act and third party lender approvals, if any, consent of the Company be and is hereby accorded to the Board of Directors of the Company to make loan(s) and or give any guarantee(s) / provide any security(ies) in connection with loan(s) made to any person and/or to acquire by way of subscription, purchase or otherwise the securities of any body-corporate of such amount as may be decided by the Board such that the overall investments, loans granted and securities furnished put together with the existing investments, loans granted and securities furnished does not exceed the maximum aggregate limit of Rs. 3,000/- Crores (Rupees Three Thousand Crores) at any point of time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

2. To consider and if thought fit, to pass with or without modification(s) the following resolutions as ordinary resolution:

“RESOLVED THAT pursuant to Sections 61(1)(a) and 64(1)(a) and other applicable provisions of the Companies Act, 2013, and the relevant rules framed thereunder (including any statutory modification or re-enactment thereof) and in accordance with the provisions of the Articles of Association of the Company, the authorised share capital of the Company be and is hereby increased from Rs. 23,28,00,000/- (Rupees twenty three crores twenty eight lakhs) divided into 8,00,00,000 (Eight crores) Equity Shares of Rs. 2/- (Rupees Two) each and 3,64,00,000 (Three crores sixty four lakhs) Redeemable Preference Shares of Rs. 2/- (Rupees two) each to Rs. 38,28,00,000/- (Rupees Thirty Eight Crores Twenty Eight Lakhs only) divided into 8,00,00,000 (Eight Crores Only) Equity Shares of Rs. 2/- (Rupees Two) each, 3,64,00,000 (Three crores sixty four lakhs) Redeemable Preference Shares of Rs. 2/- (Rupees two) each and 2,50,00,000 (Two crores fifty lakhs) Optionally Convertible Redeemable Preference Shares of Rs. 6/- (Rupees six) each.”

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

“RESOLVED THAT in order to reflect the increase in authorised share capital of the Company and other consequent changes as may be applicable, and in order to conform the requirements of the Companies Act, 2013, the existing Capital Clause of the Memorandum of Association of the Company stands altered / modified as follows:

“5th The Authorised Share Capital of the Company is Rs. 38,28,00,000/- (Rupees Thirty Eight Crores Twenty Eight Lakhs only) divided into 8,00,00,000 (Eight Crores Only) Equity Shares of Rs. 2/- (Rupees Two) each, 3,64,00,000 (Three crores sixty four lakhs) Redeemable Preference Shares of Rs. 2/- (Rupees two) each and 2,50,00,000 (Two crores fifty lakhs) Optionally Convertible Redeemable Preference Shares of Rs. 6/- (Rupees Six) each with a power to increase and reduce the capital of the Company or to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of the Company and the legislative provisions for the time being in force”.

4. To consider and if thought fit, to pass, with or without modification, the following resolution as a special resolution:

“RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to the provisions of Sections 23, 42, 62, 55 and other applicable provisions, if any, of the Companies Act, 2013, as amended ('Companies Act') read with the rules made thereunder (including but not limited to Rule 9 and/or Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and/or Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014, various rules, circulars, press notes, clarification issued by Foreign Investment Promotion Board ('FIPB'), the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed there under and subject to other applicable rules, regulations and guidelines of the Reserve Bank of India ('RBI') and enabling provisions of the Memorandum and Articles of Association of Sterlite Power Transmission Limited ('Company') and subject to requisite approvals, consents, permissions and/or sanctions if any, of Competition Commission of India ('CCI'), and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the

Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred hereunder), and receipt and acceptance of the subscription amount for the securities by the Company, the Board be and is hereby authorized to create, offer, issue and allot Optionally Convertible Redeemable Preference Shares of Rs. 6/- ('OCRPS') of the Company for non-cash consideration (as set out in the relevant table) based on the valuation report obtained from a valuer in accordance with the applicable law, at such time or times, in one or more tranches and on such terms and conditions and in such manner, as the Board may think fit in its absolute discretion, in the manner set out below:

Investor	OCRPS to be issued by the Company to the relevant Investor	Non-Cash Consideration (in form of OCRPS of Sterlite Power Grid Ventures Limited ('SPGVL'))
Standard Chartered Financial Holdings A company organized and existing under the laws of Mauritius and registered with Securities and Exchange Board of India as a foreign venture capital investor (Registration number IN/FVCI/05-06/24) (*Investor 1')	37,38,793 OCRPS of Rs. 6/- each	7,93,82,674 OCRPS of Rs. 10/- each of SPGVL
Standard Chartered Private Equity Korea III Holdings Limited A company organized and existing under the laws of Korea and registered with Securities and Exchange Board of India as a foreign venture capital investor (Registration number IN/FVCI/14-15/0230) (*Investor 2')	1,10,24,021 OCRPS of Rs. 6/- each	23,40,63,875 OCRPS of Rs. 10/- each of SPGVL
Marina Hari (IV) Pte Limited A company organized and existing under the laws of Singapore and registered with Securities and Exchange Board of India as a foreign venture capital investor (Registration number IN/FVCI/15-16/0242) (*Investor 3')	66,45,859 OCRPS of Rs. 6/- each	14,11,06,004 OCRPS of Rs. 10/- each of SPGVL
TOTAL	21,408,673 OCRPS of Rs. 6/- each	454,552,553 OCRPS of Rs. 10/- each of SPGVL

RESOLVED FURTHER THAT in accordance with the provisions of Section 55 of Companies Act and other applicable provisions, each OCRPS shall be subject to the following terms and conditions:

Requirement under Section 55	Terms applicable to OCRPS
Priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares :	Shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital
Participation in surplus funds	Shall be non-participating in the surplus funds
Participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	Shall have pro-rata participation, if so elected by the preference shareholder
Payment of dividend on cumulative or non-cumulative basis	Shall be paid dividend on a cumulative basis
Conversion of preference shares into equity shares	Subject to applicable law and the valuation report by a registered valuer, OCRPS may be converted into equity shares of the Company at the option of Investor holding the OCRPS, as per the terms of conversion as may be agreed in writing between the Company and the holder of OCRPS. However, notwithstanding the above, the OCRPS holder shall be eligible to a minimum of 1 equity share of Rs. 2/- each of every OCRPS of Rs. 6/- each, upon conversion.
Redemption of preference shares	Subject to applicable law, OCRPS shall be redeemed at the option of the holder of the OCRPS and such redemption shall be in accordance with the terms of redemption as may be agreed in writing between the Company and the holder of OCRPS.
Voting Rights	Shall have voting rights as per provisions of Companies Act, 2013

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid OCRPS and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said OCRPS, and to do all acts, deeds and things in connection

therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, including to the Competition Commission of India and Registrar of Companies, issue and allotment of the OCRPS, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue), return of allotments or any other documents required from time to time for the purpose of the above issuance and allotment, making necessary entries in the register of members, comply with requirement of applicable law and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers, Chartered Accountants, valuers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

5. To consider and if thought fit, to pass, with or without modification, the following resolution as a special resolution:

“RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended (‘Companies Act’) read with the rules made thereunder (including but not limited to Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, various rules, circulars, press notes, clarification issued by Foreign Investment Promotion Board (‘FIPB’), the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed there under and subject to other applicable rules, regulations and guidelines of the Reserve Bank of India (‘RBI’) and enabling provisions of the Memorandum and Articles of Association of Sterlite Power Transmission Limited (‘Company’) and subject to requisite approvals, consents, permissions and/or sanctions if any, of Competition Commission of India (‘CCI’), and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred hereunder), and receipt and acceptance of the subscription amount for the securities by the Company, the Board be and is hereby authorized to create, offer, issue and allot Equity Shares of Rs. 2/- each of the Company for non-cash consideration (as set out in the relevant table) based on the valuation report obtained from a valuer in accordance with the applicable law, at such time or times, in one or more tranches and on such terms and conditions and in such manner, as the Board may think fit in its absolute discretion, in the manner set out below:

Investor	Equity Shares to be issued by the Company to the relevant Investor	Non-Cash Consideration (in form of Equity Shares of Sterlite Power Grid Ventures Limited (‘SPGVL’))
Standard Chartered Financial Holdings (‘Investor 1’) A company organized and existing under the laws of Mauritius and registered with Securities and Exchange Board of India as a foreign venture capital investor (Registration number IN/FVCI/05-06/24)	17 Equity Shares of Rs. 2/- each	365 Equity Shares of Rs. 10/- each of SPGVL
Standard Chartered Private Equity Korea III Holdings Limited (‘Investor 2’) A company organized and existing under the laws of Korea and registered with Securities and Exchange Board of India as a foreign venture capital investor (Registration number IN/FVCI/14-15/0230)	46 Equity Shares of Rs. 2/- each	986 Equity Shares of Rs. 10/- each of SPGVL
Marina Hari (IV) Pte Limited (‘Investor 3’) A company organized and existing under the laws of Singapore and registered with Securities and Exchange Board of India as a foreign venture capital investor (Registration number IN/FVCI/15-16/0242)	31 Equity Shares of Rs. 2/- each	649 Equity Shares of Rs. 10/- each of SPGVL
TOTAL	94 Equity Shares of Rs. 2/- each	2000 Equity Shares of Rs. 10/- each of SPGVL

“RESOLVED FURTHER THAT the Equity Shares to be allotted to the Investors pursuant to the aforesaid preferential allotment shall rank pari-passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs. 2/- (Rupees Two) each of the Company subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid Equity Shares and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said Equity Shares, and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, including to the Competition Commission of India and Registrar of Companies, issue and allotment of the Equity Shares, to execute necessary documents and enter into contracts,

arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue), return of allotments or any other documents required from time to time for the purpose of the above issuance and allotment, making necessary entries in the register of members, comply with requirement of applicable law and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers, Chartered Accountants, valuers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

By order of the Board of Directors
for Sterlite Power Transmission Limited

Swapnil Patil
Company Secretary
ACS-24861

Date: March 3, 2017
Place: Pune

NOTES:

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL IN THE MEETING, INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. **PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DULY FILLED, STAMPED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A FORM OF PROXY AND ADMISSION SLIP IS ENCLOSED.**
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. Members/Proxy holder/Authorised Representative are requested to bring duly filled Attendance Slip enclosed herewith along with their copy of the Notice to attend the Meeting.
7. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement are open for inspection at the Registered Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of the EGM.
8. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with your Depository Participants or with the Karvy to enable us to send you the communications meant for the members via email.
9. The business set out in the Notice will be transacted through remote e-voting. The complete details of the instructions for remote e- voting are annexed to this notice.
10. The route map showing directions to reach the venue of the EGM is annexed and forms part of the Notice.

By order of the Board of Directors
for Sterlite Power Transmission Limited

Swapnil Patil
Company Secretary
ACS-24861

Date: March 3, 2017
Place: Pune

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1

The provisions of section 186 of the Companies Act, 2013 provide that the Board of Directors of a Company can advance any loan, furnish any guarantee and security made to any person in connection with a loan advanced to such person by any other person, including employees, and make investment in securities of any other body corporate, within the limits of 60% (Sixty percent) of the Paid up Capital and Free Reserves inclusive of Securities Premium Account or 100% (Hundred Percent) of the free reserves inclusive of Securities Premium Account, whichever is higher. These limits can be exceeded provided the shareholders by way of a Special Resolution permit the Board for such purposes.

Members are informed that the existing limits laid down by the Shareholders of the Company pursuant to Section 186 of the Companies Act, 2013 is Rs. 2,500/- Crores (Rupees Two Thousand Five Hundred Crores), which was approved by the shareholders at the Extra Ordinary General Meeting of the shareholders held on May 20, 2016. The Board of Directors have approved the proposal for making further investment in shares of Sterlite Power Grid Ventures Limited ('SPGVL'), a subsidiary of the Company, in which the Company already holds 71.59% of the share capital on a fully diluted basis, which when aggregated with the existing investments may exceed the earlier limit sanctioned by the shareholders. Consequently, the Company is approaching its shareholders for seeking permission to enhance overall limit of investment made/loans given and securities furnished upto Rs. 3,000/- Crores (Rupees Three Thousand Crores) from the existing limit of Rs. 2,500/- crores (Rupees Two Thousand Five Hundred Crores) by passing a Special Resolution at the Extra-ordinary General Meeting, as a matter of abundant caution. The proposed investment in SPGVL would make it a wholly owned subsidiary of this Company.

The Board commends the Resolution for being passed by the Shareholders.

No Director or Key Managerial Personnel of the Company and their relatives is/are concerned or interested financially or otherwise in the aforesaid Resolution.

Item No. 2

In order to enable the issuance of further share capital by the Company for acquisition of Equity Shares and Optionally Convertible Redeemable Preference Shares ('OCRPS') in SPGVL, the Board of Directors of the Company (Board), vide its resolution dated March 2, 2017 has proposed to increase the authorised share capital of the Company. Pursuant to Sections 61(1) (a) and 64(1) (a) of the Companies Act, 2013, the shareholders of the Company is required for the proposed increase in the authorised share capital. The Board therefore seeks approval for the same.

The Board commends the Resolution for being passed by the Shareholders.

No Director or Key Managerial Personnel of the Company and their relatives is / are concerned or interested financially or otherwise in the aforesaid Resolution.

Item No. 3

In order to reflect the increase authorised share capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, 5th Clause of the Memorandum of Association of the Company must be amended.

A draft of the amended Memorandum of Association with the following Capital Clause was tabled and initialed for discussion:

"5th The Authorised Share Capital of the Company is Rs. 38,28,00,000/- (Rupees Thirty Eight Crores Twenty Eight Lakhs only) divided into 8,00,00,000 (Eight Crores Only) Equity Shares of Rs. 2/- (Rupees Two) each, 3,64,00,000 (Three crores sixty four lakhs) Redeemable Preference Shares of Rs. 2/- (Rupees two) each and 2,50,00,000 (Two crores fifty lakhs) Optionally Convertible Redeemable Preference Shares of Rs. 6/- (Rupees Six) each with a power to increase and reduce the capital of the Company or to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or condition as may be determined by or in accordance with the Articles of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of the Company and the legislative provisions for the time being in force".

As per section 13 of Companies Act, 2013, the alteration of the memorandum of association of the Company requires the approval of shareholders. The Board now seeks the approval of shareholders for the same.

The Board commends the Resolution for being passed by the Shareholders.

No Director or Key Managerial Personnel of the Company and their relatives is / are concerned or interested financially or otherwise in the aforesaid Resolution.

Item No. 4

In order to avail of various opportunities for further growth of the Company and with a strategic view to consolidate the Company's shareholding in SPGVL, its subsidiary (in which the Company presently holds 71.59 % of the total paid-up share capital on a fully diluted basis, the Company wishes to acquire the following securities:

- (a) upto 7,93,82,674 (Seven Crore Ninety Three Lakh Eighty Two Thousand Six Hundred and Seventy Four) OCRPS of Rs. 10/- each in Sterlite Power Grid Ventures Limited ('SPGVL') from Standard Chartered Financial Holdings ('Investor 1');
- (b) upto 23,40,63,875 (Twenty Three Crore Forty Lakh Sixty Three Thousand Eight Hundred and Seventy Five) OCRPS of Rs. 10/- each in SPGVL from Standard Chartered Private Equity Korea III Holdings Limited ('Investor 2'); and
- (c) upto 14,11,06,004 (Fourteen Crore Eleven Lakh Six Thousand and Four) OCRPS of Rs. 10/- each in SPGVL from Marina Hari (IV) Pte Limited ('Investor 3').

In this regard, shareholders are informed that the Company has agreed arrangements with Investor 1, Investor 2 and Investor 3, to issue

- (a) upto 37,38,793 (Thirty Seven Lakh Thirty Eight Thousand Seven Hundred Ninety Three) OCRPS of Rs. 6/- each on a preferential basis to Investor 1, in lieu of acquisition of 7,93,82,674 (Seven Crore Ninety Three Lakh Eighty Two Thousand Six Hundred and Seventy Four) OCRPS of Rs. 10/- each, of SPGVL from Investor 1;
- (b) upto 1,10,24,021 (One Crore Ten Lakh Twenty Four Thousand and Twenty One) OCRPS of Rs 6/- each on a preferential basis to Investor 2, in lieu of acquisition of 23,40,63,875 (Twenty Three Crore Forty Lakh Sixty Three Thousand Eight Hundred and Seventy Five) OCRPS of Rs. 10/- each of SPGVL from Investor 2;
- (c) upto 66,45,859 (Sixty Six Lakh Forty Five Thousand Eight Hundred and Fifty Nine) OCRPS of Rs. 6/- each on a preferential basis to Investor 3, in lieu of acquisition of 14,11,06,004 (Fourteen Crore Eleven Lakh Six Thousand and Four) OCRPS of Rs. 10/- each, of SPGVL from Investor 3.

Section 62 of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in Section 62 unless the shareholders of the Company in general meeting decide otherwise. Further as per section 55 of the Companies Act, 2013, approval of shareholders will be required for issuing preference shares.

The Resolution, if passed, will have the effect of allowing the Board to issue and allot Equity Shares / OCRPS to the Investor who is not an existing member of the Company. Since the proposed Special Resolution would result in issue of Equity Shares / OCRPS of the Company otherwise than to the members of the Company in the manner laid down under Section 62 of the Companies Act, 2013, consent of the shareholders is being sought pursuant to the provisions of Sections 42, 55, 62 and all other applicable provisions of the Companies Act, 2013.

The Board commends the Resolution for being passed by the Shareholders.

No Director or Key Managerial Personnel of the Company and their relatives is / are concerned or interested financially or otherwise in the aforesaid Resolution.

Item No. 5

In order to avail of various opportunities for further growth of the Company and with a strategic view to consolidate the Company's shareholding in SPGVL, its subsidiary (in which the Company presently holds 71.59 % of the total paid-up share capital on a fully diluted basis, the Company wishes to acquire the following securities:

- (a) upto 365 (Three Hundred and Sixty Five) Equity shares of Rs. 10/- each, in Sterlite Power Grid Ventures Limited ('SPGVL') from Standard Chartered Financial Holdings ('Investor 1');
- (b) upto 986 (Nine Hundred and Eighty Six) Equity shares of Rs. 10/- each in SPGVL from Standard Chartered Private Equity Korea III Holdings Limited ('Investor 2'); and
- (c) upto 649 (Six Hundred and Forty Nine) Equity shares of Rs. 10/- each in SPGVL from Marina Hari (IV) Pte Limited ('Investor 3').

In this regard, shareholders are informed that the Company has agreed arrangements with Investor 1, Investor 2 and Investor 3, to issue

- (a) upto 17 (Seventeen) equity shares of Rs. 2/- each on a preferential basis to Investor 1, in lieu of acquisition of 365 (Three Hundred and Sixty Five) Equity shares of Rs. 10/- each, from Investor 1 in SPGVL;
- (b) upto 46 (Forty Six) equity shares of Rs. 2/- each on a preferential basis to Investor 2, in lieu of acquisition of 986 (Nine Hundred and Eighty Six) Equity shares of Rs. 10/- each, from Investor 2 in SPGVL; and
- (c) upto 31 (Thirty One) equity shares of Rs. 2/- each on a preferential basis to Investor 3, in lieu of acquisition of 649 (Six Hundred and Forty Nine) Equity shares of Rs. 10/- each, from Investor 3 in SPGVL.

Section 62 of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in Section 62 unless the shareholders of the Company in general meeting decide otherwise.

The Resolution, if passed, will have the effect of allowing the Board to issue and allot Equity Shares / OCRPS to the Investor who is not an existing member of the Company. Since the proposed Special Resolution would result in issue of Equity Shares / OCRPS of the Company otherwise than to the members of the Company in the manner laid down under Section 62 of the Companies Act, 2013, consent of the shareholders is being sought pursuant to the provisions of Sections 42, 62 and all other applicable provisions of the Companies Act, 2013.

None of the Directors are interested in the resolution. The Board commends the Resolution for being passed by the Shareholders.

Disclosures for Item Nos 4 and 5:

The issue and allotment proposed in Item Nos. 4, and 5 would be subject to the availability of regulatory approvals, if any, including the Competition Commission of India.

In terms of Rule 13 of Companies (Share Capital and Debenture) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ('Rules'), the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting:

i. The Objective of the issue through preferential offer:

To acquire Equity Shares and OCRPS of SPGVL presently held by Standard Chartered Financial Holdings, Standard Chartered Private Equity Korea III Holdings Limited and Marina Hari (IV) Pte Limited and to consolidate its shareholding in SPGVL.

ii. Total number of shares to be issued:

94 (Ninety Four) Equity shares of face value of Rs. 2/- (Rupees Two) each ('Equity Shares') fully paid up, and up to 2,14,08,673 (Two Crore Fourteen Lakh Eight Thousand Six Hundred and Seventy Three) OCRPS in such manner and on such price, terms and conditions as may be determined by the Board in accordance.

iii. The price or price band at/within which the allotment is proposed:

The Equity Shares will be allotted at Rs. 464.46/- per share, in accordance with the price determined in terms of the Valuation report as per applicable laws in this regard.

The OCRPS will be allotted at Rs. 464.46/- per share, in accordance with the price determined in terms of the Valuation report from a valuer as per applicable laws in this regard

iv. Basis on which the price has been arrived at along with report of the registered valuer:

Price and associated premium on the Equity Shares and OCRPS has been determined considering the valuation report obtained from the valuer in accordance with the applicable laws and commercial discussions between parties.

v. Relevant date with reference to which the price has been arrived at:

The Relevant Date for the purposes of the valuation report to determine the value at which the Equity Shares and OCRPS pursuant to the aforesaid preferential allotment is to be issued is fixed as March 2, 2017, in terms of Sections 23, 42, 55 and 62 of the Companies Act, 2013.

vi. The class or classes of persons to whom the allotment is proposed to be made:

The proposed preferential issue is being made to:

- (a) Standard Chartered Financial Holdings, a company organized and existing under the laws of Mauritius and registered with Securities and Exchange Board of India as a foreign venture capital investor (Registration number IN/FVCI/05-06/24),
- (b) Standard Chartered Private Equity Korea III Holdings Limited, a company organized and existing under the laws of Korea and registered with Securities and Exchange Board of India as a foreign venture capital investor (Registration number IN/FVCI/14- 15/0230); and
- (c) Marina Hari (IV) Pte Limited, a company organized and existing under the laws of Singapore and registered with Securities and Exchange Board of India as a foreign venture capital investor (Registration number IN/FVCI/15-16/0242).

The proposed allottees have investments through Equity Shares and OCRPS in the Company's subsidiary SGVPL and they have agreed with the Company to transfer such investments in SGVPL in lieu of issuance of Equity shares and OCRPS, respectively in the Company.

vii. Intention of promoters, directors or key managerial personnel to subscribe to the offer:

The Preferential offer is not being made in favour of any of the Promoters, Directors or Key Management Personnel of the Company.

viii. The proposed time within which the allotment shall be completed:

The Company shall complete the allotment of equity shares as aforesaid on or before the expiry of the statutory timelines prescribed from the date of passing of the special resolution by the shareholders granting consent for preferential issue at the Extra Ordinary General Meeting or in the event of allotment of Equity shares / OCRPS would require any approval(s) from any regulatory authority or the Central Government, within the statutory timelines prescribed from the date of such approval(s), as the case may be.

ix. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Identity of Proposed allottee	Category	Pre- Issue Holding	No of securities to be allotted	Issue Price (Rs.) of Securities	Post- issue holding	% Post- issue holding (on a fully diluted basis)
Name:						
Standard Chartered Financial Holdings SEBI Registration number IN/FVCI/05-06/24 PAN: AAECM5077A	Company	NIL	17 Equity shares of face value of 2/- each fully paid up 37,38,793 OCRPS of Rs. 6/- each	For Equity Shares - Rs. 464.46/- For OCRPS - Rs. 464.46/-	17 Equity shares of face value of 2/- each fully paid up 37,38,793 OCRPS of Rs. 6/- each	4.53%
Standard Chartered Private Equity Korea III Holdings Limited SEBI Registration number IN/FVCI/14- 15/0230 PAN: AAVCS0303A	Company	NIL	46 Equity shares of face value of Rs. 2/- each 1,10,24,021 OCRPS of Rs. 6/- each	For Equity Shares - Rs. 464.46/- For OCRPS - Rs. 464.46/-	46 Equity shares of face value of Rs. 2/- each 1,10,24,021 OCRPS of Rs. 6/- each	13.35%
Marina Hari (IV) Pte Limited SEBI Registration number IN/FVCI/15-16/0242 PAN: AAJCM9946K	Company	NIL	31 Equity shares of face value of Rs. 2/- each 66,45,859 OCRPS of Rs. 6/- each	For Equity Shares - Rs. 464.46/- For OCRPS - Rs. 464.46/-	31 Equity shares of face value of Rs. 2/- each 66,45,859 OCRPS of Rs. 6/- each	8.04%

x. **The change in control, if any, in the company that would occur consequent to the preferential offer;**

There shall be no change in management or control of the Company pursuant to the issue of equity shares

xi. **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;**

The Company has not made any preferential issue of securities during the current year

xii. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**

In order to avail of various opportunities for further growth of the Company and with a strategic view to consolidate the Company's shareholding in SPGVL, its subsidiary (in which the Company presently holds 71.59% of the total paid-up share capital on a fully diluted basis, the Company wishes to acquire 2,000 (Two Thousand) Equity shares of face value of Rs. 10/- (Rupees Ten) each ('Equity Shares') fully paid up, and up to 45,45,52,553 (Forty Five Crore Forty Five Lakh Fifty Two Thousand Five Hundred and Fifty Three) OCRPS of Rs. 10/- each of SPGVL representing 28.41% of the equity share capital of SPGVL on a fully diluted basis

xiii. **The pre issue and post issue shareholding pattern of the company in the following format-**

The present shareholding pattern and the shareholding pattern assuming full allotment of equity shares are given below:

Sl. No.	Category of Shareholder	Pre-Preferential Issue Shareholding as on 03.03.2017		Post-Preferential Issue Shareholding (Proposed)	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
	Equity Shares				
A	Promoter's Holding				
1	Indian				
	Individual	1947044	3.18	1947044	3.18
	Bodies Corporate	952859	1.56	952859	1.56
	Sub-total	2899903	4.74	2899903	4.74
2	Foreign promoters	43670398	71.38	43670398	71.38
	Sub-total (A)	46570301	76.12	46570301	76.12
B	Non-Promoter's Holding				
1	Institutional Investors	50606	0.08	50700	0.08
2	Non-Institutions	-	-	-	-
(a)	Private Bodies Corporate	1755645	2.87	1755645	2.87
(b)	Directors and relatives	93704	0.15	93704	0.15
(c)	Indian Public	12702431	20.76	12702431	20.76
(d)	Others (including NRIs)	9215	0.02	9215	0.02
	Sub-Total (B)	14611601	23.88	14611695	23.88
	Grand Total	61181902	100.00	61181996	100.00
	Redeemable Preference Shares	No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
1	FII/FPI/NRI	495704	2.76	495704	2.76
2	Banks/Bodies Corporate/HUF	16926297	94.55	16926297	94.55
3	Resident Individuals	478189	2.69	478189	2.69
	Grand total	17900190	100.00	17900190	100.00
	Optionally Convertible Redeemable Preference Shares	No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
1	Standard Chartered Financial Holding	-	-	3738793	17.46
2	Standard Chartered Private Equity Korea III Holdings Limited	-	-	11024021	51.49
3	Marina Hari (IV) Pte Limited	-	-	6645859	31.04
	Grand Total			21408673	100.00

The disclosures required under Rule 9 of Companies (Share Capital and Debentures) Rules, 2014 are as under:

Size of the issue and number of preference shares to be issued and nominal value of each share	2,14,08,673 number of Optionally Convertible Redeemable Preference Shares of Rs. 6/- each would be issued as under: Standard Chartered Financial Holdings – 37,38,793 Standard Chartered Private Equity Korea III Holdings Limited – 1,10,24,021 Marina Hari (IV) Pte Limited - 66,45,859
Nature of such shares	Cumulative, Non Participating Convertible Preference Shares
Objective of the issue of shares	To discharge consideration for acquisition of OCRPS of SPGVL presently held by Standard Chartered Financial Holdings, Standard Chartered Private Equity Korea III Holdings Limited and Marina Hari (IV) Pte Limited

Manner of issue of shares	Shares would be issued by way of preferential issue as per provisions of Companies Act, 2013
Price at which such shares are issued	Equity Shares - Rs. 464.46/- ; OCRPS – Rs 464.46/-
Basis on which the price has been arrived	Price and associated premium on the OCRPS has been determined considering the valuation report obtained from the valuer in accordance with the applicable laws and commercial discussions between parties.
Terms of issue, including terms and rate of dividend on each share	The preference shares shall be optionally convertible redeemable preference shares. The conversion option would be with the OCRPS holder. In case the conversion option is not exercised, the said shares would be redeemed. The rate of dividend on the OCRPS would be 0.01% per year till such time that the OCRPS are outstanding.
Terms of redemption and conversion	Subject to applicable law and the valuation report by a registered valuer, OCRPS may be converted into equity shares of the Company at the option of Investor holding the OCRPS, as per the terms of conversion as maybe agreed in writing between the Company and the holder of OCRPS. However, notwithstanding the above, the OCRPS holder shall be eligible to a minimum of 1 equity share of Rs. 2/- each of every OCRPS of Rs. 6 each, upon conversion. Subject to applicable law, OCRPS shall be redeemed at the option of the holder of the OCRPS and such redemption shall be in accordance with the terms of redemption as may be agreed in writing between the Company and the holder of OCRPS.
Manner and modes of redemption	OCRPS would be redeemed as per provisions of Companies Act, 2013 and rules issued thereunder.
Current shareholding pattern of the Company, Expected dilution in equity shares upon conversion of preference shares into equity shares	The current shareholding of the Company is set out in paragraph above. The post diluted shareholding of the Company shall depend on the above mentioned formula, which would determine the conversion of OCRPS into equity shares of the Company. However, in case the OCRPS holders are allotted a minimum of 1 equity share per OCRPS, then the post diluted share capital of OCRPS holder would be 25.92%.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Sections 23, 42, 55 and 62 of the Companies Act, 2013, other applicable provisions of Companies Act, 2013. The Board of Directors believe that the proposed preferential issue and allotment of Equity Shares and OCRPS is in the best interest of the Company and its members. Your Directors, therefore, recommend the resolution for your approval.

None of the Directors/Key Managerial Personnel/their relatives of the Company is/are in any way concerned or interested in the above referred resolution.

All the documents referred to in the aforesaid Notice would be available for inspection without any fee by the members at the Registered Office of the Company during 2.00 p.m. to 5.00 p.m. on any working day (excluding Holidays, Saturday and Sunday) up to the date of the meeting.

GENERAL INSTRUCTIONS FOR E-VOTING

- i. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted vide Companies (Management & Administration) Amendment Rules, 2015, the Company is pleased to offer the option of e-voting facility to all the members of the Company. The Business mentioned in this Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means (e-voting). The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").
- ii. The facility for voting, through ballot paper, will also be made available at the EGM and the members attending the EGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the EGM.
- iii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- iv. For this purpose, the Company has engaged the services of Kary Computershare Private Limited ("KCPL" or "Kary") as the Authorised Agency (Service provider) to provide e-voting facilities. The manner of carrying out e-voting are provided herein below.
- v. 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 Wednesday, March 22, 2017.
- vi. The Board of Directors has appointed Mr. B Narasimhan, Proprietor BN & Associates, Practising Company Secretary (Membership No. FCS 1303 and Certificate of Practice No. 10440), as a Scrutinizer to scrutinize the process of remote e-voting and voting at the venue of the meeting in a fair and transparent manner.
- vii. 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. Wednesday, March 22, 2017 only shall be entitled to avail the facility of remote e-voting /voting at the meeting through Ballot Papers.

- viii. The Scrutinizer shall immediately after the conclusion of voting at the EGM, count the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizers Report of the total votes cast in favour of or against, if any, not later than two (2) days after the conclusion of the EGM to the Managing Director & CEO of the Company. The Managing Director & CEO, or any other person authorised by the Managing Director & CEO, shall declare the result of the voting forthwith.
- ix. The resolutions will be deemed to be passed on the EGM date subject to receipt of the requisite numbers of votes in favour of the Resolutions.

Please read the instructions given below before exercising the vote. The Notice of the Extra Ordinary General Meeting and this Communication are also available on the website of the Company at www.sterlitepower.com and that of the Service provider "Karvy" at www.evoting.karvy.com.

The instructions for the Shareholders for remote e-voting are as under:

1. The remote e-Voting will be kept open from Sunday, March 26, 2017 from 10.00 a.m. (IST) till Tuesday, March 28, 2017 up to 5.00 p.m. (IST).
2. Launch internet browser by typing the URL: <https://evoting.karvy.com>
3. Enter the login credentials (i.e. User ID and password as provided). Your Folio No. /DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

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:-
	Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed in this communication/ or sent via email along with the Notice sent in electronic form.
Captcha	Enter the Verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

4. Please contact our toll free No. 1-800-34-54-001 for any further clarifications.
5. After entering these details appropriately, click on "LOGIN".
6. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (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.**
7. You need to login again with the new credentials.
8. On successful login, the system will prompt you to select the E-Voting Event Number for Sterlite Power Transmission Limited.
9. 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 of shares held, "FOR" and partially "AGAINST" but the total number of shares mentioned both "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
10. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
11. 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.
12. You may then cast your vote by selecting an appropriate option and click on "Submit".
13. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, 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).**
14. 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., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: bn.sterlitetech@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
15. In case a person has become a member of the Company after dispatch of the EGM Notice but on or before the cut-off date i.e. Wednesday, March 22, 2017 may write to Karvy on the email id einward.ris@karvy.com or to Mr. Rajeev Kumar contact no 040-67161524 at Karvy (Unit Sterlite Power Transmission Limited) Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad -500 032, requesting for the user id and password. After receipt of the same, please follow all the steps as from 1.to 7 as mentioned above to cast the vote.

16. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
17. In case of Members receiving physical copy of the EGM Notice by Courier [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:
 - (i) User ID and initial password as provided in cover slip.
 - (ii) Please follow all steps from Sr. No. (1) to (7) as mentioned above, to cast your vote.
18. The remote e-voting period commences on Sunday, March 26, 2017 at 10:00 A.M. and ends on Tuesday, March 28, 2017 at 5:00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Wednesday, March 22, 2017, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter.
19. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
20. The Members who are entitled to vote but have not exercised their right to vote through remote e-voting may vote at the EGM through Ballot Papers.
21. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
22. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> or contact Mr. Rajeev Kumar, Contact No. 040-67161524 at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
23. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.sterlitepower.com) and on Karvy's website (<https://evoting.karvy.com>). The results shall also be displayed on the notice board at the Registered Office/ Corporate office of the Company.

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///Sterlite Power

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

STERLITE POWER TRANSMISSION LIMITED

CIN - U74120PN2015PLC156643

Registered Office: 4th Floor, Godrej Millennium, 9, Koregaon Road, Pune-411001, Maharashtra, India

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

Email – secretarial.grid@sterlite.com; website – www.sterlitepower.com;

Name of the member(s) : _____
Registered address : _____
E-mail Id : _____
Folio No. /Client ID : _____
DP ID : _____

*I/We, being the member(s) ofshares of the above named Company hereby appoint:

1. Name : _____
Address : _____
Email ID : _____
Signature : _____, or failing him

2. Name : _____
Address : _____
Email ID : _____
Signature : _____, or failing him

3. Name : _____
Address : _____
Email ID : _____
Signature : _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra Ordinary General Meeting of the Company, to be held on Wednesday, March 29, 2017 at 10.00 a.m. IST at Survey No. 99, Rakholi Village, Madhuban Dam Road, Silvassa – 396230, Union Territory of Dadra & Nagar Haveli, India and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Resolution Number	Resolutions*	For	Against
1	To increase the limit of Inter Corporate Investments u/s 186 of the Companies Act, 2013 from Rs. 2,500 Crores to Rs. 3,000 Crores		
2	To increase the Authorised Share Capital of the Company u/s 61 of the Companies Act, 2013 from Rs. 23,28,00,000/- to Rs. 38,28,00,000/-.		
3	To amend Clause 5th of the Memorandum of Association of the Company w.r.t. increase in the Authorized Share Capital of the Company.		
4	To offer, issue and allot Optionally Convertible Redeemable Preference Shares of the Company on Preferential Issue basis as per the applicable provisions of Companies Act, 2013 for consideration other than cash.		
5	To offer, issue and allot Equity Shares of the Company on Preferential Issue basis as per the applicable provisions of Companies Act, 2013 for consideration other than cash.		

Signed this _____ day of _____, 2017

Affix revenue stamp of not less than Rs. 0.15

Signature of Shareholder

Signature of Proxy Holder (s)

Notes:

1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. *This is only optional. Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint-holders, the signature of any one holder will be sufficient, but names of all the joint-holders should be stated.

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Attendance Slip

STERLITE POWER TRANSMISSION LIMITED

CIN - U74120PN2015PLC156643

Registered Office: 4th Floor, Godrej Millennium, 9, Koregaon Road, Pune-411001, Maharashtra, India

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

Email – secretarial.grid@sterlite.com; website – www.sterlitepower.com;

Extra Ordinary General Meeting – March 29, 2017

Registered Folio No./ DP ID No. / Client ID No. _____

Number of shares held _____

I certify that I am a member / proxy for the member of the company.

I hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company held at Survey No. 99, Rakholi Village, Madhuban Dam Road, Silvassa – 396230, Union Territory of Dadra & Nagar Haveli, INDIA, on Wednesday, March 29, 2017, at 10.00 a.m. IST.

Name of the member / proxy
(in BLOCK letters)

Signature of the member / proxy

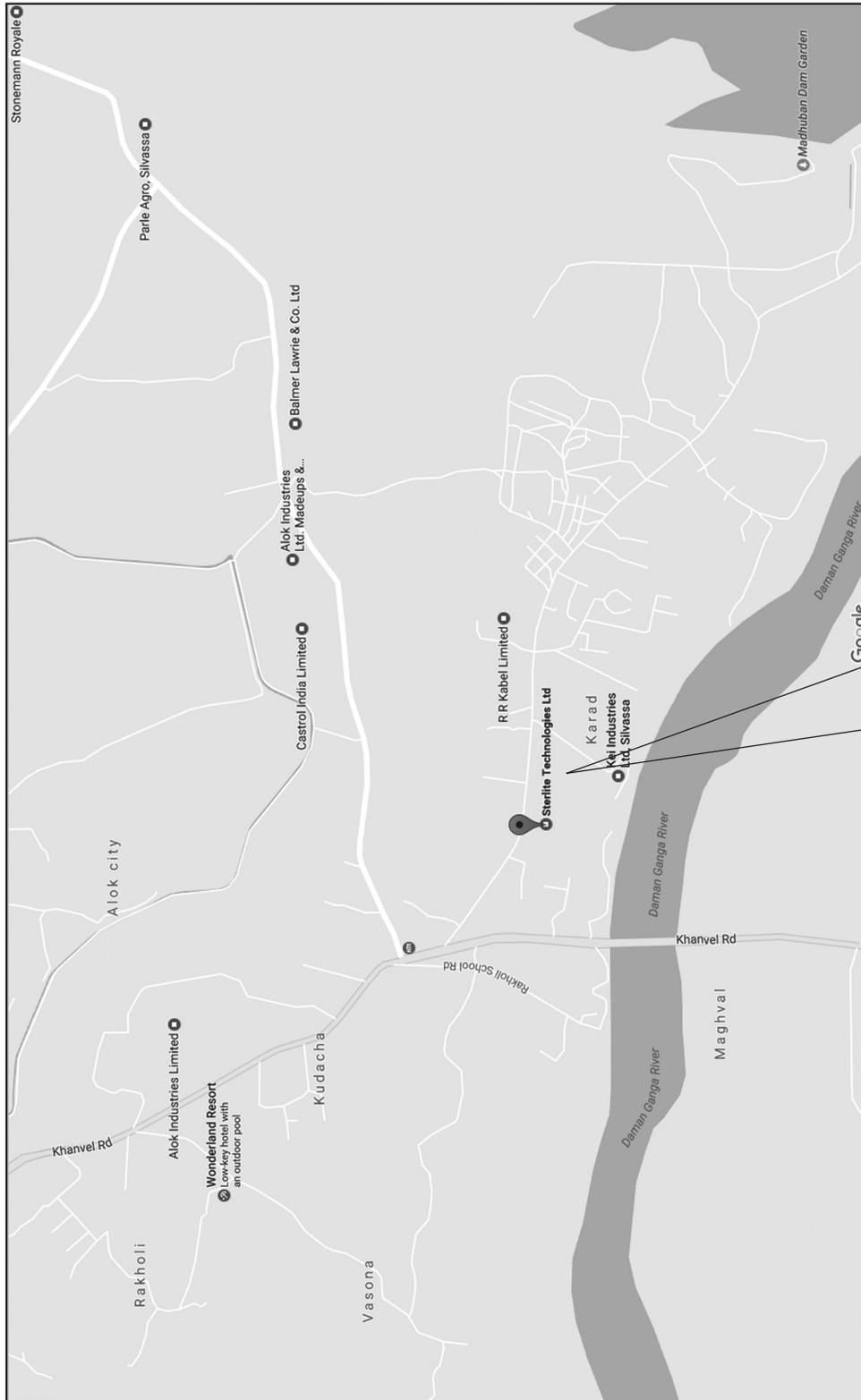
Note - PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Sterlite Power

Route Map

Sterlite Power Transmission Limited

Registered Office: 4th Floor, Godrej Millennium, 9 Koregaon Road, Pune, Maharashtra – 411001, INDIA | CIN: U74120PN2015PLC156643
Phone: +91-20-30514000 | Fax: +91-20-30514113 | Email: secretarial.grid@sterlite.com | www.sterlitepower.com



Survey No. 99, Madhuban Dam
Road, Rakholi, Silvassa, Dadra and
Nagar Haveli 396230, India.