



Sterlite Power Transmission Limited

Registered Office: 4th Floor, Godrej Millennium, 9, Koregaon Road, Pune, Maharashtra – 411001, INDIA
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POSTAL BALLOT NOTICE

**(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies
(Management and Administration) Rules, 2014)**

To the members of the Company,

Notice is hereby given that the resolution set out below is proposed to be passed by the members of Sterlite Power Transmission Limited (“the Company”) by means of Postal Ballot including Electronic Voting (“e-voting”), pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The Statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.

The Company has appointed Mr. B Narasimhan, Proprietor BN & Associates, Practicing Company Secretary (Membership No. FCS 1303 and Certificate of Practice No. 10440) as Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours, that is, 5:00p.m. on Tuesday, October 03, 2017. Postal Ballot forms received after 5:00 p.m. on Tuesday, October 03, 2017 will be treated as ‘invalid’. Pursuant to Section 108 of the Act read with Rule 20 of the Rules, the Company is also providing e-voting facility for voting electronically on the resolution proposed in this Postal Ballot Notice. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given there under.

The Scrutinizer will submit his report to the Managing Director & CEO of the Company or any other person as may be authorised by him, after the completion of scrutiny, and the results of voting by means of Postal Ballot (including voting through electronic means) will be announced on Thursday, October 05, 2017, at the Registered Office of the Company and also by placing the same on the Company’s website: www.sterlitepower.com and on the website of Karvy Computershare Private Limited (“Karvy”): <https://evoting.karvy.com>.

Special Business

Item No. 1:

ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to give assent or dissent for passing the following resolution as special resolution through postal ballot process:

“RESOLVED THAT pursuant to the provisions of Section(s) 4, 13 and 15 and other applicable provisions, if any, of the Companies Act 2013, read with applicable Rules and Regulations framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the approvals, consents, sanctions and permissions of the Central Government/appropriate regulatory and statutory authorities, if any, consent of the members be and is hereby accorded for replacing the existing Sub-clause (a) of Clause 3 of the main objects of the Memorandum of Association of the Company by the following Clause 3:

“3rd.

To carry on the business of design, planning, building, development, engineering, erecting, marketing, import, export, purchase, sale, transfer, lease, assemble, install, commission, maintain, repair, operation, trading, transmission, manufacture, investment,

investigation, research, contracting, sub-contracting, licensing, franchising, agency, execution, technical & education services, management, dealings related to, power transmission towers, antennae, transmitters, insulators, conductors, cables, wires and/or all kinds of equipment's, systems, apparatus, appliances or any other articles whether electronic, electric, mechanical, digital, telephonic, satellite, wireless required in, transmission, storage of power, electricity and/or undertake turnkey contracts, projects, arrangement for erecting power distribution network, energy conservation projects and/or to carry on the business of transmission, distribution, supply, storage, trade in power and/or electricity by conventional and/or nonconventional methods and/or to carry on all kinds of infrastructure projects including active/passive telecom infrastructure, maintenance of infrastructure of dark fibre through OPGW /cabling, right of way, duct Space and towers on lease / rent out basis and to acquire space for provision of co-location facilities for such infrastructure activities and to do all such ancillary, related or connected activities as may be considered necessary or beneficial or desirable for or along with any or all of the aforesaid purposes and/or to acquire or invest or form joint venture in companies/entities who are carrying out any of the aforesaid activities."

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Mr. Ashok Ganesan, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required for giving effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring any further consent or approval of the Members of the Company to the end and intent."

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the members who have registered their e-mail addresses with the Company / Registrars and Transfer Agents of the Company (in case of physical shareholding)/with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.
3. Voting rights shall be reckoned on the shares registered in the name of member / beneficial owner (in case of electronic shareholding) as on Friday, August 18, 2017.
4. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the web-link: www.evoting.karvy.com or from the "Investors" section on the Company's website: www.sterlitepower.com where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. (IST) on Tuesday, October 03, 2017.
5. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of Karvy as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
6. ***During the voting period, members can login to Karvy's e-voting platform any number of times till they have voted on the resolution. Once the vote on the resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.***
7. **Members can opt for only one mode of voting, that is, either by physical Postal Ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot will be treated as "INVALID".**
8. **The e-voting period commences at 9:00 a.m. (IST) on Monday, September 04, 2017 and ends at 5:00 p.m. (IST) on Tuesday, October 03, 2017. During this period, members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, that is, Friday, August 18, 2017, may cast their vote electronically. The e-voting module shall be disabled by Karvy there after.**
9. The resolution, if approved, shall be deemed to have been passed on the last date of voting, that is, Tuesday, October 03, 2017. Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the members at the Company's registered office during business hours on all working days (except Saturdays and Sundays) from the date of dispatch of this Postal Ballot Notice till Tuesday, October 03, 2017.
10. In case of any query/grievance with respect to voting by means of Postal Ballot including e-voting, please visit the "Help and FAQ's" section available on Karvy's website: <https://evoting.karvy.com> or send e-mail to inward.ris@karvy.com or call Karvy on toll free number 1800- 3454-001 (from 9 : 00 a.m. to 6 : 00 p.m.) for further clarifications.

11. **Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.**
12. **A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.**
13. **The Scrutinizer's decision on the validity of the Postal Ballot shall be final.**

INSTRUCTIONS FOR VOTING

1. Information and instructions relating to e-voting:

- (i) **In case a member receives an e-mail from Karvy** [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:
- (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (b) Enter the login credentials (that is, **User ID** and **password**) which are mentioned in the email in the following format:

EVEN (E-voting Event Number)	User ID	Password

The E-Voting Event Number+Folio No. or 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. If required, please visit <https://evoting.karvy.com> or contact toll-free number 1800-3454- 001 (from 9:00 a.m. to 6:00 p.m.) for your existing password.

- (c) After entering these details appropriately, click on "LOGIN".
- (d) 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, e-mail address, 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.
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number for Sterlite Power Transmission Limited.
- (g) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (h) Members holding shares under multiple folios / demat accounts are requested to vote separately for each of their folios / demat accounts.
- (i) Voting has to be done for each item of this Postal Ballot Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".
- (j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- (l) Once you confirm, you will not be allowed to modify your vote.
- (m) Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: bn@karvy.com with a copy marked to evoting@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_EVENTNO."
- (ii) **In case a member receives physical copy of the Postal Ballot Notice by Post** [for members whose e-mail addresses are not registered with the Company/ Depository Participant(s)]:
- (a) User ID and initial password - Initial password is provided in Postal Ballot Form in the following format:

EVEN (E-voting Event Number)	User ID	Password

- (b) Please follow all steps from Sr. No. (a) to (m) as mentioned in (i) above, to cast your vote.

2. Information and instructions relating to voting through physical Postal Ballot Form

- (i) Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the Assent (**FOR**) or Dissent (**AGAINST**), in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer, not later than close of working hours that is, 5:00 p.m. (IST) on Tuesday, October 03, 2017, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
- (ii) Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

(iii) Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.

3. The members are requested to note the following contact details for addressing e-voting grievances:

Mr. Rajeev Kumar
Deputy Manager
Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032
Landline: 040-6716-1524
Toll-free No.: 1800-3454-001
E-mail: einward.ris@karvy.com

EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item No. 1:

The Company plans to enter into the business of providing infrastructure facilities in addition to its current business operations. Your directors believe that there are immense opportunities in the sector that can seamlessly be converged/ carried out along with the current business operations of the company. With a view to diversify the business operations of the Company your directors propose to explore opportunities in the area of providing infrastructure facilities. Accordingly, it is proposed to include the business of providing infrastructure facilities, providing services such as dark fibres, right of way, duct space & tower in addition to its existing business activities more expressly provided in the proposed object clause (Item No. 1 of this notice, circulated to the members for their approval.) Therefore, it is proposed to alter the Main Objects of the Memorandum of Association (MoA) by replacing the existing clause 3(a) by the proposed clause 3(a) as mentioned in Item No. 1 of this Notice.

The Board of directors of the Company on August 10, 2017 approved such alteration in the Main Objects of MoA of the Company. Alteration to the MoA by alteration of Main Objects requires approval of the members by way of a special resolution. Therefore, Item No. 1 of this notice is circulated to the members for their approval.

None of the Directors / Key Managerial Personnel of the Company or any of their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice except to the extent of their shareholding in the Company, if any.

The Board commends the Special Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the Members.