

October 4, 2017
The Managing Director and CEO
Sterlite Power Transmission Limited
4th Floor, Godrej Millennium,
9, Koregaon Road, Pune,
Maharashtra 411001

Dear Sir,

Sub: Passing of Resolution through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of Sterlite Power Transmission Limited (hereinafter referred to as 'STERLITE' or the "Company") on August 10, 2017 I have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the Resolution as circulated in the Postal Ballot Notice dated August 10, 2017.

To enable wider participation of shareholders as per the provisions of Section 108 and 110 of the Act read with the Rules framed thereunder, the Company had provided electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. Further in terms of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 22 the Companies (Management and Administration) Rules, 2014, (as amended), e-voting on the Postal Ballot has been made applicable to the Company.

Sterlite accordingly has made arrangements with the System Provider Karvy Computershare Private Limited (hereinafter referred to as 'KARVY') for providing a system of recording votes of the shareholders cast electronically through e-Voting. The Company has also accordingly made arrangements through its Registrar and Transfer Agents, Karvy Computershare Private Limited (herein after referred as "RTA") to set up the e-Voting facility on the KARVY's e-Voting website <https://www.evoting.karvy.com>. Sterlite has also uploaded the Postal Ballot Notice containing the Resolution together with the explanatory statement on its website <https://www.sterlitepower.com> as well as that of the Service Provider KARVY. KARVY has generated Electronic Voting Event Number (EVEN) for the votes which are to be cast through e-voting mode. All necessary formalities in compliance with the requirements specified by the Companies Act 2013 and the rules framed there under have been complied with by the service Provider KARVY, as directed by Sterlite. Since KARVY themselves are the System provider and the RTA for Sterlite they have coordinated the activities internally. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot Notice dated August 10, 2017 sent to all the shareholders by Courier/ Post and by email, wherever email id's were available as detailed elsewhere in this Report. The above activities were completed by August 30, 2017 The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as of August 18, 2017, (cut-off date). The items for which the Resolution proposed to be approved by the shareholders of Sterlite are as per Notice dated August 10, 2017 as per the items mentioned hereunder.



| S. No. | Type of Resolution | Description of the Resolution |
|--------|--------------------------------|---|
| 1. | <u>As a Special Resolution</u> | Alteration of the Object clause of the Memorandum of Association of the company |

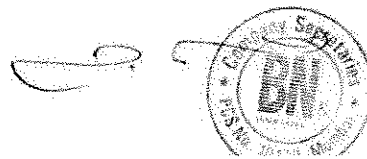
I report that the Postal Ballot Notice dated August 10, 2017 as per provisions of Section 110 of the Companies Act, 2013, read with Rule 18 and 22 of the Companies (Management and Administration) Rules, 2014 were dispatched to the shareholders numbering to 48539 by Courier and Speed Post in physical form. The Notices sent in physical form were accompanied with self-addressed prepaid postage Business Reply Envelope which was required to be returned by the shareholders on or before 5.00 P.M., on October 3, 2017. In addition to the above, Postal Ballot Notices were also sent via electronic mode by KARVY the system provider to 57767 Shareholders at their email addresses registered with the Depository Participants as per the data downloaded from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on August 18th, 2017 (cut-off date). As per the information provided by the Service Provider, out of the 57767 emails sent 132 Emails had bounced. The RTA subsequently, sent the physical Postal Ballot Notice along with Postal Ballot Form and self-addressed prepaid postage Business Reply Envelope to these shareholders by Courier. I further report that as stated in the Postal Ballot Notice sent to the shareholders, the Company had fixed 5:00 pm on Tuesday October 3, 2017 as the last date for receipt of Postal Ballots and for completing the E-voting.

As stated in sub rule 4(v) of Rule 20 as well as sub rule 3 of Rule 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in "Financial Express" English Newspaper, on September 1, 2017 and in "Loksatta", Marathi edition Newspaper, on September 1, 2017 informing about the completion of despatch of the Postal Ballot Notices, by Courier/Post and by email, wherever applicable, to the shareholders along with other related matters mentioned therein.

I report that I have received the Postal Ballot forms from the shareholders during the period starting from Monday September 4, 2017 till Tuesday October 3, 2017. All the Postal Ballot forms together with all votes cast by E-voting through KARVY received and recorded up to 5:00 pm on Tuesday October 3, 2017, being the last date fixed by the Company for receipt of the ballot forms/e-voting, was considered for my scrutiny.

The Postal Ballots forms received at the Registrar's address in the name of the Scrutinizer were opened and then taken up for matching with the master data base as of the cut-off date by the RTA under my instruction at regular intervals This process was carried out on a weekly basis.

On Tuesday October 3, 2017, after the closure of e-voting period till 5.00 P.M., the votes cast through e-voting facility were duly unblocked by me as a Scrutinizer in the presence of Mr. Prakash Gupte and Mr. Umesh Vittal Mangela witnesses, not in employment of the Company as prescribed under Sub Rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014. Since e-Voting facility was provided by KARVY, the details of the e-Voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed, were duly compiled by the RTA. While the details of the e-Voting was provided by the System Provider namely KARVY, the compilation of the Register, in respect of physical Postal Ballots containing the statement of shareholder's name, folio number, postal ballot number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected were generated by the RTA which have been duly scrutinized.



On scrutiny, I report that out of 107971 shareholders holding 61181902 shares as on the cut-off namely August 18, 2017 73 Shareholders holding 44009767 shares have exercised their vote through e-Voting and 188 Shareholders holding 25286 shares have exercised their votes through Postal Ballot Forms, as received till the last date as confirmed by Karvy.

The details of Postal ballot results for the items placed for consideration by the members are given below:

Item No 1. SPECIAL RESOLUTION

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

"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 thereunder (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 conversation 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."



| | | | |
|--|---|------------------------|------------------|
| Total No. of Shareholders | 107971 | | |
| Total No. of Shares | 61181902 | | |
| Receipt of Postal Ballot Forms | From Monday, September 4, 2017 till Tuesday October 3, 2017 | | |
| | | Number of Shareholders | Number of Shares |
| Total votes cast through e-Voting | A | 73 | 44009767 |
| Total Votes Cast through Postal Ballot Forms Received | B | 188 | 25286 |
| Grand Total of e-Voting/Postal Ballot Form (A+B) | C | 261 | 44035053 |
| Less: Invalid e-Voting/ Postal Ballot Forms *(On account of signature mismatch, for/against option not indicated/abstained/less voted) | D | 9 | 692 |
| Net e-Voting/ Postal Ballot Forms (C-D) | E | 252 | 44034341 |

NOTES:

- (i) Invalid Postal Ballot was not taken into account for counting of votes.
- (ii) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less
- (iii) There are NIL Postal Ballot form(s) received where the shareholder has voted partly in favour and partly against.

Summary of Postal Ballot

| Promoter/ Public | No. of shares held (1) | No. of votes polled 2) | % of votes polled on outstand- ing shares (3)=[(2)/(1)]*100 | No. of votes - in favour (4) | No. of votes - against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
|-------------------------------------|------------------------------|---------------------------------|--|------------------------------------|----------------------------------|---|--|
| Promoter and Promoter Group | 46481553 | 43986566 | 94.632 | 43986566 | 0 | 100.00 | 0 |
| Public- Institutional holders | 49106 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-others | 14651243 | 47775 | 0.326 | 47174 | 601 | 98.742 | 1.258 |
| Total | 61181902 | 44034341 | 71.973 | 44033740 | 601 | 99.999 | 0.001 |

Percentage of votes cast in favour: 99.999. Percentage of votes cast against: 0.001

RESULTS:-

As the number of votes cast in favour of the Resolution is more than the three times the number of votes cast against, I report that the Special Resolution as set forth in item No. 1 of Postal Ballot



Notice dated August 10, 2017 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on October 3, 2017 i.e. the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.

I further report that as per the Postal Ballot Notice dated August 10, 2017 and the Board Resolution dated August 10, 2017 Mr. Pratik Agarwal, Managing Director & CEO of the Company declare and confirm the above results of voting by postal ballot in respect of the Resolution referred, on or before October 5, 2017. The same will be displayed at the registered office of Sterlite located at 4th Floor, Godrej Millennium, 9, Koregaon Road, Pune, Maharashtra 411001

It will also be displayed on Company's website, <https://www.sterlitepower.com> and also that of the Service Provider KARVY <https://www.evoting.karvy.com>.

I further report that Rule 22 of the Companies (Management and Administration) Rules 2014 has been duly complied with. I further report that as per the said Rules, the records maintained by me including the data as obtained from KARVY, the System Provider for the e-Voting facility extended by them as also the RTA recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, folio number / DP ID/Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary of Sterlite after the Managing Director and CEO considers, approves and signs the minutes of the meeting.

I thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot of your Company.

Thanking You
Yours faithfully,
For BN & Associates
COMPANY SECRETARIES




B Narasimhan
(Proprietor)
FCS 1303 COP No. : 10440
Place: Mumbai

Dated: October 4, 2017

The following were the witnesses to the unblocking of e-voting, on October 3, 2017, on closure of e-voting period.

1. Shri Prakash Gupta

Signature 

2. Shri. Umesh Vittal Mangela

Signature 