

Sterlite Power

STERLITE POWER TRANSMISSION LIMITED

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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 holders of 1,79,00,180 Non-Convertible Redeemable Preference Shares of the Company (hereinafter also referred to as 'Members')
Sterlite Power Transmission Limited

Notice is hereby given that the resolution set out below is proposed to be passed by the holders of 1,79,00,180 Non-Convertible Redeemable Preference Shares ("members") of Sterlite Power Transmission Limited ("the Company") by means of Postal Ballot including Electronic Voting System ("e-voting"), pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules 20 and 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 Explanatory Statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolution concerning the item mentioned in this Postal Ballot Notice and the reasons thereof along with a Postal Ballot Form is annexed.

The Board of Directors of 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 (in original) 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, 5:00 p.m. on Wednesday, December 20, 2017. Postal Ballot forms received after 5:00 p.m. on Wednesday, December 20, 2017 will be treated as 'invalid' and 'reply not received' as per Rule 22 (11) of the Rules. Pursuant to Section 108 of the Act read with Rule 20 of the Rules & Secretarial Standard - 2 issued by the Institute of the Company Secretaries of India on general meeting, the Company is also providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members desiring to opt for the e-voting facility are requested to read carefully the related notes and general instructions to this Postal Ballot Notice and instructions given thereunder. Unless otherwise specified, references to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company and in his absence to 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, December 21, 2017 at 11 a.m. at the Registered Office of the Company. After declaration, the Scrutinizer's report along with the results shall be placed on the Company's website: www.sterlitepower.com and on the website of Karvy Computershare Private Limited ("Karvy"): <https://evoting.karvy.com>.

The date of declaration of the result shall be deemed to be the date of passing of the resolution.

PROPOSED RESOLUTIONS:

Special Business

Item No. 1:

VARIATION IN TERMS OF NON CONVERTIBLE REDEEMABLE PREFERENCE SHARES

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

"RESOLVED THAT pursuant to the provisions of section 42, 43, 48, 55, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 ('Rules'), (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other applicable provisions of the law and enabling provisions of the Memorandum and Article of Association of the Company and subject to the approval, consent, permission and/ or sanction, as may be required, of appropriate authorities and consent of the members be and is hereby accorded to vary the terms of 1,79,00,180 Non-Convertible Redeemable Preference Shares of face value of ₹ 2 (Rupees Two) each, aggregating to a sum of ₹ 3,58,00,360 (Rupees Three crores fifty eight lakhs three hundred and sixty only) issued as per the Scheme of Arrangement between Sterlite Technologies Limited ("STL") and Sterlite Power Transmission Limited ("SPTL") and their respective shareholders and creditors in relation to the terms of redemption of the Non-Convertible Redeemable Preference Shares, to the extent set out below:

1. The Board of Directors shall be at liberty, to vary the tenure of the 1,79,00,180 Non-Convertible Redeemable Preference Shares ('NCRPS') of face value of ₹ 2 (Rupees Two) each such that, the Board of Directors can, at its option, redeem the NCRPS any time prior to the completion of 18 (eighteen) months from the date of allotment of such preference shares, at a premium of ₹ 123.55 i.e. at an aggregate redemption value of ₹ 125.55 per NCRPS (being the same value of redemption as set out in the original terms and conditions of NCRPS) out of the proceeds of fresh issue and securities premium account, as the case may be.
2. Save as mentioned hereinabove, all other terms and conditions of the said 1,79,00,180 Non-Convertible Redeemable Preference Shares of face value of ₹ 2 (Rupees Two) each shall remain the same.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolutions, the Board of Directors (hereinafter referred to as the 'Board', which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution 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, issue relevant forms, issuing clarifications on the redemption or variation, making any application or sign all / any e-forms, other forms, returns, documents as may be required to be filed whether physically or electronically etc., to the concerned regulatory authorities, including to the Ministry of Corporate Affairs or Registrar of Companies, redemption of the NCRPS, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the purposes of implementing the above resolution), returns or any other documents required from time to time for the purpose of the above resolution, making necessary entries in the registers, 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."

By order of the Board of Directors

For Sterlite Power Transmission Limited

Ashok Ganesan

Company Secretary
FCS-5190

Place: Mumbai

Date: November 13, 2017

Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Businesses and setting out all material facts and reasons for the proposed resolutions mentioned in this Postal Ballot Notice is annexed hereto.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to all 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, November 10, 2017.
4. The Postal Ballot Notice also has been placed on Company's website: www.sterlitepower.com and Karvy Computershare e-voting website: <https://evoting.karvy.com> and will remain on such website(s) until the last date of receipt of the Postal Ballot Forms from the members.
5. 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 Wednesday, December 20, 2017.
6. The Board of Directors of 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.
7. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the members will also be accepted.
8. 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 & Secretarial Standard – 2 issued by the Institute of the Company Secretaries of India on general meeting ("SS-2"), the Company is pleased to offer **e-voting facility to all its NCRPS Holders, to enable them to cast their votes electronically**. The Board of Directors of the Company 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. **However, e-voting is optional**.
9. 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.
10. Members have option to vote either through e-voting or through Postal Ballot Form and 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".
11. The e-voting period commences at 9:00 a.m. (IST) on Tuesday, November 21, 2017 and ends at 5:00 p.m. (IST) on Wednesday, December 20, 2017 and e-voting shall not be allowed beyond the said date and time. During this period, members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, that is, Friday, November 10, 2017, may cast their vote electronically. The e-voting module shall be disabled by Karvy thereafter.

12. The resolutions passed by the members through postal ballot, if approved, shall be deemed to have been passed on the date of declaration of the result, that is, Thursday, December 21, 2017, as if they have been passed at a general meeting of the members.
13. The vote in this Postal Ballot cannot be exercised through proxy.
14. In case, shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.
15. Notice of Postal Ballot is also being sent to all those who are entitled to receive the notice.
16. All the relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement would be available for inspection by the members at the Company's registered office during business hours on any working days (except Holidays, Saturdays and Sundays) from the date of dispatch of this Postal Ballot Notice upto the date of the meeting.
17. In case of any query/grievance with respect to voting by means of Postal Ballot including e-voting, please visit the "Help and FAQs" section available on Karvy's website: <https://evoting.karvy.com> or send e-mail to einward.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.
18. **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.**
19. 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.
20. The Postal Ballot and all other papers relating to Postal Ballot including voting by remote e-voting shall be under the safe custody of the Scrutinizer till the Chairman (or such other person authorised by him) consider, approves and sign the minutes.
21. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot shall be final.

GENERAL 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

- (c) 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.
- (d) After entering these details appropriately, click on "LOGIN".
- (e) 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.
- (f) You need to login again with the new credentials.
- (g) On successful login, the system will prompt you to select the E-Voting Event Number for Sterlite Power Transmission Limited.
- (h) 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.
- (i) Members holding shares under multiple folios / demat accounts are requested to vote separately for each of their folios / demat accounts.
- (j) 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".
- (k) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (l) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- (m) Once you confirm, you will not be allowed to modify your vote.
- (n) 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 authorised 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 EVENT NO."
- (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 Wednesday, December 20, 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 query/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 OF MATERIAL FACTS
(PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013)**

In terms of Sections 102 and 110 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the Item No. 1 of the accompanying Postal Ballot Notice:

Item No. 1:

The application made for listing of 1,79,00,180 Non-Convertible Redeemable Preference Shares of face value of ₹ 2 (Rupees Two) each ('NCRPS') is pending disposal before Hon'ble Bombay High Court subject to approval of SEBI. In lieu of the technical problems faced by the Company on getting the NCRPS listed on the stock exchanges, and in the interest of members, it is proposed to make early redemption of the NCRPS issued by the Company. The Board hereby proposes that the NCRPS issued and allotted, pursuant to the Scheme, be redeemed early and proceeds of such redemption be distributed amongst the eligible members of the Company in the proportion of their holding. The early redemption of the NCRPS shall not affect the right of existing equity shareholders of the Company.

The Board of Directors at its meeting held on November 13, 2017 had, subject to approval of the equity shareholders and members, approved the (i) variation of the terms of existing NCRPS such that the NCRPS could be redeemed prior to the date of redemption at the option of the Board of Directors; and (ii) subsequent redemption of each NCRPS at a premium of ₹ 123.55 i.e. at an aggregate redemption value of ₹ 125.55 per NCRPS (being the same value of redemption as set out in the original terms and conditions of NCRPS) out of the proceeds of fresh issue and securities premium account, as the case may be, on or before the date of maturity.

Section 48 of the Companies Act, 2013 states that the rights attached to the shares of any class may be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or by means of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class and if such variation by one class of Shareholders affects the rights of any other class of Shareholders, the consent of three-fourths of such other class of Shareholders shall also be obtained. As per Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules 2014, the consent of the Shareholders for the above purpose is required to be obtained by means of a Special Resolution through Postal Ballot.

Accordingly, the approval of the members is being sought, by way of a Special Resolution, to (i) vary the terms of the NCRPS to provide for early redemption at the Board's discretion; and (ii) redeem each such NCRPS at a premium of ₹ 123.55 (being the same value of redemption as set out in the original terms and conditions of NCRPS) out of the proceeds of fresh issue and securities premium account as the case may be, on or before the date of maturity.

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 resolutions set out at Item No. 1 of this Postal Ballot Notice except to the extent of their directorship/ shareholding in the Company, if any.

The Board recommends the resolutions set out at Item No. 1 of this Postal Ballot Notice for approval by the members by way of special resolution.

By order of the Board of Directors

For Sterlite Power Transmission Limited

Ashok Ganesan

Company Secretary

FCS-5190

Place: Mumbai

Date: November 13, 2017