

THE COMPANIES ACT, 2013

A COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

STERLITE POWER TRANSMISSION LIMITED

1st The name of the Company is **STERLITE POWER TRANSMISSION LIMITED**

2nd The Registered Office of the Company will be situated in the State of Maharashtra at Pune*

3rd

a. **THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE **:**

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.

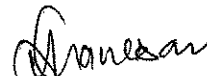
* Altered vide special resolution passed by the members at Extraordinary General Meeting on July 30, 2015 and confirmed by order of Regional Director dated September 28, 2015.

** Altered vide special resolution passed by the members through Postal Ballot activity, effective October 03, 2017.

a. **MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3rd. (a) ARE:**

CERTIFIED TRUE COPY

For STERLITE POWER TRANSMISSION LIMITED



Company Secretary

1. To acquire, build, construct, improve, develop, give or take in exchange or on lease, rent, hire, occupy, allow, control, maintain, operate, run, sell, dispose of, carry out or alter as may be necessary or convenient any lease-hold or freehold lands, movable or immovable properties, including building, workshops, warehouse, stores, easement or other rights, machineries, plant, work, stock in trade, industrial colonies, conveniences together with all modern amenities and facilities such as housing, schools, hospitals, water supply, sanitation, townships and other facilities or properties which may seem calculated directly or indirectly to advance the company's objects and interest either in consideration of a gross sum of a rent charged in cash or services to construct, establish, run power stations.
2. To enter into any arrangements with any Government or any other authority, municipal, local or otherwise or any person or firm or any company that seem beneficial to the Company's objects and to apply for, promote and obtain any act of privilege, concessions, license, or authorization of the Government or any other authority, local or otherwise, for enabling the company to carry any of its objects into effect, or for extending any of the powers of the Company, and to carry out, exercise and comply with any such Act privilege, concessions, license or authorization.
3. To acquire, undertake, use, improve, manage, develop, sell, exchange, lease and / or dispose of technology, technical know-how and turn key projects connected with the business of the Company.
4. To train or apply for training in India or abroad of any member or any of the Company's employees or Directors or any other candidates in the interest of or for the furtherance of the Company's business.
5. To sublet all or any contracts from time to time and upon such terms and conditions as may be thought expedient, in the course of attainment of main object of the Company.
6. To supply to the industries, trade and commerce or other institution, technical managerial know-how, technical guidance and technically trained personnel in relation to the aforesaid products and managerial or the business of the company for the development of such industries for cash or any other compensation or on hire purchase system.
7. Subject to the provisions of applicable law to procure registration, incorporation or recognition of the Company in any country state or place and to establish and regulate agencies for the purpose of the company's business and to apply or join in applying to any parliament, local government, municipal or other authority or body, Indian or foreign for any rights or privileges that may seem conducive to the Company's objects or any of them and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
8. To purchase, take on lease or in exchange, hire or acquire any real and personal property including any land, building, easement, machinery, plants, stock in trade, equipments, patterns,

components, spares, prototypes and other movable and immovable articles, properties and any rights or privileges therein.

9. To purchase and sell such softwares or appoint such persons that may keep the company updated with the latest technologies and laws and norms in connection with the main object of the company.
10. To apply for, purchase, or acquire any patents, brevets, inventions, licenses, concessions, and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purpose of the company or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company and to use, exercise, develop or grant licenses, in respect of or otherwise, turn to account the property, rights or information so required.
11. To apply for, purchase, or acquire protect, prolong and renew in any part of the world discoveries, trademark, formula licenses, concessions, and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purpose of the company and to use, exercise, develop or grant licenses, sublicenses in respect of or otherwise, turn to account the property, rights or information so required.
12. To pay for any rights, privileges or properties, real or personal including plants, machinery and other equipments acquired by the company and to remunerate any person, firm or body corporate rendering services to the company wholly or in part either by cash payment or by allotment to him or them of fully or partly paid up shares of the company or both.
13. To sell any patent rights, brevets, invention, copyright, trade mark, or privileges belonging to the Company or which may be acquired by it or any interest in the same, and to grant licenses for the use of the same, or any of them, and to let or to allow to be used or otherwise deal with inventions, brevets inventions, patents, copyrights, trademarks or privileges in which the Company may be interested, and to do all such acts and think as may be deemed expedient for turning to account any inventions, patent and privileges in which the Company may be interested.
14. To borrow or raise money or loans, for the purpose of the company by promissory notes bill of exchange, hundies and other negotiable or transferable instruments or by mortgage, charge, hypothecation or pledge, or by debentures or debenture stock perpetual or otherwise including debentures or debenture stock convertible into share of this or any other Company, and security for any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or the revenue of the Company, present and future, movable and immovable, including its uncalled capital, upon such as the Directors may deem expedient, or in such other manner, with or without security as may be deemed expedient or to take or receive money on deposit at interest or otherwise in such manner as the Company may think fit, for the purpose of financing the business of the Company and to advance and lend

money to customers and other having dealings with the Company and to guarantee the performance of contracts by any such person and to execute all deeds, writings and assurances for any of the aforesaid purposes subject to R.B.I. Directives.

15. To undertake FDI compliant projects and or investments in furtherance of main object of the company including External commercial borrowings in compliance with the law of land from time to time as may be applicable.
16. To pay all preliminary or pre-incorporation expenses incurred and incidental to the formation, incorporation of this Company including all the pre-incorporation expenses incurred in connection with formation of any company in which this Company is or may contemplate being interested including any such preliminary expenses or any part of the costs and expenses of the owner of the business of property acquire by the Company.
17. Upon any issue of share, debenture or other securities of the Company, to employ any person, firm or Company as broker's agents, consultants, underwriters, advisors, managers to the issue and to provide for the remuneration of such persons for their service and to pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital including brokerage and commission for obtaining applications for or taking placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company, or other pre-incorporation expenses.
18. To open and operate any account in any Bank and to draw, make, accept, endorse, discount, execute, and issue promissory note, bill of exchange, bill of landing, and other negotiable or transferable instruments.
19. To advance money or give credit to any person or Company, guarantee and give guarantees or indemnities for the payment of money or their performance of contracts or obligations by any person or Company, to secure or undertake in any way the repayment of money lent or advanced to employees, or ex-employees, customers or the liabilities incurred by any person or Company, and otherwise to assist any person or Company, providing that the Company shall not engage in the business of banking within the meaning of the Banking Regulation Act, 1949.
20. To take or hold mortgage, liens, and charge to secure payment of the purchase, price, or any unpaid balance of the purchase, price, of any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from purchases and others.
21. To aid, peculiarly or otherwise any association, body or movement having for an object the solution and settlement of industrial or labor problems or the promotion of Industry or Trade in general.
22. To have tie ups with the organizations, firms, and individuals that provide services in connection with the services of the main objects of the company.

23. To procure the Company or its offices to be recognized in or under the law of any country or place outside India.
24. To do all or any of the above thing in any part of the world and either as principal, agent, contractor, or otherwise, and by or through trustees or agents and either alone or in conjunction with others.
25. To establish the agency of any subsidiary Company or Companies and to reorganize, promote or incorporate such subsidiary company or companies and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on or for the financing any such subsidiary company or guaranteeing its liabilities or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily to close any such branch or business.
26. To amalgamate, enter into partnership, joint venture, foreign collaboration for exports and capital goods or into any arrangement for sharing profits or losses, union or interests, co-operation or reciprocal concession or for limiting competition with any person or Company on or engaged in, or about to engage in or engaged in similar business or transaction which the Company is authorized to engage in or engaged, or which can be carried on in conjunction therewith, and to accept by way of consideration of any of the acts or things aforesaid or property acquired, any shares, debentures, stock for securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received and to acquire or invest in companies/entities who are carrying out any of the aforesaid activities.
27. To alter, manage, develop, exchange, lease, mortgage, underlet, give in gifts or dispose of, improve or deal with the land, property, assets and rights and resources and undertaking of the company or any part thereof for such considerations as the Company may think fit and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company in case or in specie any property or assets of the Company, provided that no such distribution amounts to reduction of share capital except in accordance with the provisions of the Companies Act 2013 in this behalf.
28. To invest surplus moneys of the Company not immediately required in such manner as may from time to time be determined.
29. To sell or dispose any of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other Company.

30. To create any reserve fund, sinking fund, or any other special fund whether for depreciation or for repairing, improving extending or maintaining, any of the property of the Company or for purposes conducive to the interests of the Company.
31. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or to place of guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures and or other securities of any such other Company.
32. To appoint attorneys for the Company and to grant necessary powers to the attorneys to act for and in the name of the Company or on behalf of the Company or to revoke all or any such powers so given.
33. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowance or emoluments to any persons who are or were at any time in the employment or service of the Company.
34. Subject to the provisions of the Companies Act, 2013, and other provision of any law for the time being, to create Reserves or to distribute bonus shares out of monies received as premium on shares or debentures or sale of forfeited shares or accruals of dividends on forfeited shares.
35. Subject to the provisions of the Companies Act, 2013 to distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company, in the event of winding up of the Company.
36. Subject to the provisions of the Companies Act, 2013 to take, subscribe or acquire and hold, share, stocks, debentures, debenture-stock, bonds fixed deposits, obligations and securities issued or guaranteed by the Company constituted or carrying on business in India or in any foreign country and debentures, debenture-stock, bonds, obligations and securities issued by guaranteed by any government, sovereign, ruler, commissioner, public body or authority, supreme, municipal, local or otherwise whether at home or abroad as trade investments and buy and sell foreign exchange in accordance with applicable laws and generally subject to approval under the provisions of the Companies Act, 2013 and to invest and deal with the money's of the Company in such manner and extent from time to time may be thought proper, and to hold, sell or otherwise deal with such investments may be deemed necessary.
37. To apply for, promote and obtain any act, charter, order regulation, privilege, concession, license or authorization of any Government, State or municipality or any authority or corporation or public body which may be empowered to grant for enabling the Company to carry any of its objects into effect or for extending any of the power of the Company or for any other purpose which may seem expedient and to oppose any bills, proceedings or application which may seem calculated directly/ indirectly to prejudice the Company's interests and to

appropriate any of the Company's shares, debentures or other securities and assets to defray necessary costs, charges and expenses thereof.

38. Subject to the provisions of the Companies Act, 2013, to undertake and execute any trust or discretion the undertaking whereof may seem desirable and the distribution amongst the beneficiaries, pensioner or other persons, entitled thereto, of any income capital of annuity, whether periodically or otherwise, and whether in money or spice, in furtherance of any trust, direction, discretion obligation or permission.
39. To let on lease or hire the whole or any part of the movable or immovable property and undertaking of the Company or any part or the property of the company as may not be immediately required for the principal business of the Company on such terms, as the Company shall determine.
40. To appoint or nominate Directors or Managers of any subsidiary company or of any other company in which this Company may be interested.
41. To hold, deal with, manage, direct the management to buy, sell, exchange, mortgage, charge, lease, dispose of or grant any right or interest in, over or upon any real or personal property of any kind whatsoever, including contingent and reversionary interests in any property.
42. To refer or agree to refer any claim, demand, dispute or any other question, by or against the Company or in which the Company is interested or concerned, and whether between the Company and any member or members or his or their representatives, or between the Company and third parties, to arbitration in India or in any place outside India, pursuant to Indian or any foreign system of law, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce any award.
43. To insure the whole or any part of the property of the Company either fully or partially, to protect and indemnify the Company from liability or loss in respect thereof either fully or partially.
44. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure or any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner, without prejudice to the generality of forgoing "programme of rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area likely to promote and assist rural development, and that words "rural areas" shall include such area as may be regarded as rural areas under Section 35 CC of the Income-tax Act, 1961, or any law relating to rural development for the time being in force as rural areas and in order to implement any of the above mentioned objects or purposes, transfer without consideration, or at such fair or concessional value and subject to the provision of the

Companies Act, divest the ownership of any property of the Company to or in favor of any public body or authority or central or State Government or any Public institutions.


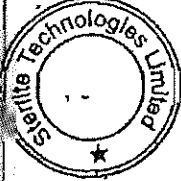
- 4th The Liability of the Members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- 5th The Authorised Share Capital of the Company is Rs. 23,20,00,000 (Rupees Twenty three crores twenty lakhs Only) divided into 8,00,00,000 (Eight Crore) equity shares of Rs. 2 each (Rupees Two only) and 3,60,00,000 (Three Crores Sixty Lacs Only) Redeemable Preference Shares of Rs. 2 each (Rupees Two only) 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.*

The Minimum Paid up capital of the Company shall be Rs. 5,00,000/- (Rupees Five Lakh only)

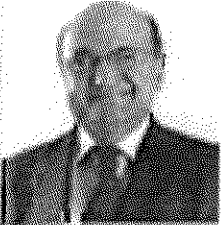


* Sub-division of 1 Equity share of Rs. 10 each into 5 Equity shares of Rs. 2 each and Increase in authorised capital of company from Rs. 5,00,000 divided into equity shares of Rs.10 each to Rs. 23,20,00,000 divided into 8,00,00,000 equity shares of Rs. 2 each and 3,60,00,000 (Three Crores Sixty Lacs Only) Redeemable Preference Shares of Rs. 2 each (Rupees Two only) each with approval of shareholders by Special Resolution passed at Extraordinary General Meeting held on July 7, 2015.

Increase in authorised capital of Company from Rs. 23,20,00,000 divided into 8,00,00,000 equity shares of Rs. 2 each and 3,60,00,000 (Three Crores Sixty Lacs Only) Redeemable Preference Shares of Rs. 2 each (Rupees Two only) each to is Rs. 23,28,00,000 (Rupees twenty three crores twenty eight lakhs) divided into 8,00,00,000 (Rupees eight crores) Equity Shares of Rs. 2 (Rupees) each and 3,64,00,000 (Rupees three crores sixty four lakhs) Redeemable Preference Shares of Rs. 2 (Rupees two) pursuant to approval of Scheme of Arrangement between Sterlite Technologies Limited and Sterlite Power Transmission Limited and their respective shareholders and creditors by Hon'ble High Court of Bombay.

We, the several persons whose names, addresses, descriptions are hereunder subscribed are desirous of formed into a Company in accordance with and pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

S. No.	Names, addresses, Descriptions and Occupations of subscribers	No. of shares taken by each subscriber	Signature of Subscriber	Signature, names, addresses, descriptions and occupations of witnesses
1	<p>STERLITE TECHNOLOGIES LIMITED ADD: SURVEY NO. 69/1, BAKHOLI VILLAGE, MADHUBAN DAM ROAD, DADAR NAGAR HAVELI, PIN : 396230 BOARD RESOLUTION DATED 22/01/2015 IN WHICH AUTHORITY IS GIVEN TO AMIT. DESHPANDE</p> <p>AMIT DESHPANDE (AUTHORISED BY STERLITE TECHNOLOGIES LIMITED) FN: VILAS DESHPANDE OCC: SERVICE ADD: B-3 FLAT 11, GANESH COMPLEX, MANIK BAUG, SINHAQAD ROAD, PUNE PIN: 411051 MAHARASHTRA, INDIA</p>	<p>49,994 (FORTY NINE THOUSAND NINE HUNDRED NINETY FOUR ONLY)</p>	<p>A.V. Deshpande</p>  	<p>I witness to subscriber who have subscribed and signed in my presence 28 April 2015 Pune. further I have certified their identity details for their identification and satisfied myself of their identification particulars as filled in.</p> <p>Common witness to all subscribers: Sonali Agarkar Add: B7 flat A, Nirmal Township Sinhgad Rd Pune 411051 Occ: Service FN: Shri Krishna Agarkar Cs - Mem No - A39227</p>



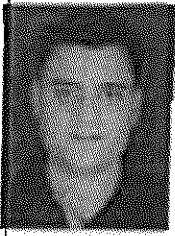

Place: Pune
 Date: 28/04/2015

S. No.	Names, addresses, Descriptions and Occupations of subscribers	No. of shares taken by each subscriber	Signature of Subscriber	Signature, names, addresses, descriptions and occupations of witnesses
2	<p>Pravin Agarwal (Nominee of Sterlite Technologies Ltd) FN: Dwarika Prasad Agarwal Occ: Business Add: 117 Koregaon Park Pune Maharashtra India 411001</p> 	1 (One Only)		<p>I witness to Subscriber who have subscribed and signed in my presence on April 28th 2015 Pune. Further I have certified their identity details for their identification and satisfied myself of their identification particulars as filled in</p>
3	<p>Anand Agarwal (Nominee of Sterlite Technologies Ltd) FN: Gopaldas Agarwal Occ: Business Add: Fl No - 401, Amar Eternity Baner Road SNo13 Someshwarwadi Pune Maharashtra India - 411008</p> 	1 (One Only)		<p>Commons witness to all subscribers Sonali Agarkar Add: B7 Flat A, Nirmal Township Sinhayad Rd Pune - 411051 Occ: Service FN, Shri Krishna Agarkar Co Membr No - A39227</p>

Place: Pune

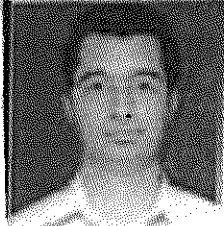
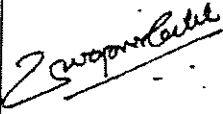
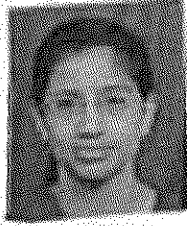

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Date: 28/04/2015

S. No.	Names, addresses, Descriptions and Occupations of subscribers	No. of shares taken by each subscriber	Signature of Subscriber	Signature, names, addresses, descriptions and occupations of witnesses
4	<p>Anupam Krishna Jindal (Nominee of Sterlite Technologies Limited) FN: Krishna Murari Jindal Occ: Service Add: Flat No 603 Lopa Capana Fortalya Kalyani Nagar, Pune Maharashtra India - PIN- 411006</p> 	1 (ONE)		<p>I have witness to Subscriber who have subscribed and signed in my presence on April 28 2015 Pune. further I have certified their identity details for their identification and satisfied myself of their identification particular as follows</p>
5	<p>Namini Sharma (Nominee of Sterlite Technologies Limited) FN: Ashok Kumar Sharma Add: Finere Chemical Industries Tilda Post - Neera Raipur . C.G. Occ: Service.</p> 	1 (one)		<p>Common witness to all subscriber Sonal Agarkar Add: 07 Flat 4, Minimal Township Sinhgad Rd Pune - 411051 Occ: Service. FN: Shri Krishna Agarkar Co No - A31227.</p>


Place: Pune

Date: 28/09/2015

S. No.	Names, addresses, Descriptions and Occupations of subscribers	No. of shares taken by each subscriber	Signature of Subscriber	Signature, names, addresses, descriptions and occupations of witnesses
6	Swapnil Prakash Patil (Nominee of Sterlite Technologies Limited) FN: Prakash Patil Occ: Service Add: Shubhamangal Hsg. Soc., Block No. 4/15, Senapati Bapat Road, Pune, Maharashtra, India PIN: 411016 	1 (ONE)		I witness to Subscriber who have subscribed and signed in my presence on 28 April 2015. Pune. Further I have certified their identity details for their identification and satisfied myself of their identification particulars as filled in. Common witness to all subscribers. Sonali Agarkar Add: B7 Flat A, Minimal Township Ginchwad Rd Pune - 411057 Occ: Service FN
7	Mrunal Vasant Dixit (Nominee of Sterlite Technologies Limited) FN: Vasant Purushottam Dixit Occ: Service Add: B-16, Shubhechha CHS S.V. Road, Bhaskar Colony, Naupada, Thane (W), Maharashtra, India, PIN : 400 602 	1 (One)		
		50,000 (Fifty Thousand)		

Place: Pune
 Date: 28/04/2015

CERTIFIED TRUE COPY
 For STERLITE POWER TRANSMISSION LIMITED


 Company Secretary