

Combined Scrutinizer's Report on Remote E-voting & Voting by Physical Ballot
Conducted at the AGM of STERLITE POWER TRANSMISSION LIMITED held at
'The Westin', 36/3-B Koregaon Park Annexe, Mundhwa Road, Ghorpadi, Pune, MH – 411001
On 27nd September 2018

To,

The Chairman,
Sterlite Power Transmission Limited
4th Floor, Godrej Millennium 9 Koregaon Road,
Pune MH 411001

Annual General Meeting of the Equity Shareholders of Sterlite Power Transmission Limited held on Thursday, 27th September 2018 at 10.00 AM. at 'The Westin', 36/3-B Koregaon Park Annexe, Mundhwa Road, Ghorpadi, Pune, Maharashtra – 411001

Sub: Passing of Resolution(s) through Remote E-voting process as well as Physical Ballot voting process conducted at the venue of the AGM pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Board of Directors of Sterlite Power Transmission Limited (*hereinafter referred to as the 'STERLITE' or the "Company"*) at its meeting held on 10th August 2018 had appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the Physical Ballot voting conducted at the venue of the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. I say, I am familiar and well versed with the concept of Remote E-voting and Physical Ballot voting system as prescribed under the said Rules.

Report on Scrutiny:

- STERLITE had appointed Karvy Computershare Private Limited (KCPL) as the service provider, for the purpose of extending the facility of Remote E-voting to the Members of the STERLITE. KCPL are also the Registrars and Share Transfer Agents 'RTA' of the Company.
- The Service Provider had provided a system for recording the votes of the Members electronically through Remote E-voting on all the items of the business (both Ordinary and Special businesses) sought to be transacted at the Annual General Meeting ('AGM') of the STERLITE, which was held on Thursday, 27th Day of September 2018.
- The Service Provider had set up electronic voting facility on their website, <https://www.evoting.karvy.com>. The Company had uploaded all the items of the business to be transacted at the AGM on the website of STERLITE and also the Service Provider to facilitate their Members to cast their vote through Remote E-voting.
- The **Cut-off date** for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was **Thursday, 20th September 2018**.

- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open for three days from **Monday, 24th September, 2018, at 09:00 A.M. to Wednesday, 26th September 2018 at 5:00 P.M.**
- At the end of the voting period on 26st September, 2018 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
- At the venue of the AGM of the Company held on 27th September 2018, the facility to vote through Physical Ballot was provided to facilitate those members present in the meeting but could not participate in the Remote E-voting to record their votes.
- After the voting at the AGM was concluded, one ballot box kept for the purpose of casting of votes was locked in my presence with due identification marks placed by me. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses, as mentioned below, and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company. The ballot paper, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
- On 27nd September 2018, after tabulating the votes conducted at the venue of the AGM through Physical Ballot, the votes cast through Remote E-voting facility were duly unblocked by me as a Scrutinizer in the presence of Mr. V.D. Dhavale and Mr. S. Rao Kancharla who acted as the witnesses, as prescribed in sub rule 4(xii) of the said Rule 20.
- Thereafter, I as a Scrutinizer duly compiled the details of the Remote E-voting carried out by the Members together and the voting done by Physical Ballot at the venue of the AGM, the details of which are as follows:

Details	Remote E-voting	Voting through Physical Ballot at AGM	Total voting
Number of members who casted their votes	34	8	42
Total number of Shares held by them	46321303	21193	46342496
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Abstained / Invalid Votes	Various as mentioned under each of the Resolution		

Note:

-Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-voting and through Physical Ballot voting at the venue of the AGM.

-For all Five (05) businesses of the meeting, out of the Thirty-Three (33) members present, Two (02) members had already voted through remote e-voting, Twenty-three (23) members abstained from voting, hence voting of Eight (8) members were reported out of which One (01) ballot paper was treated as Invalid.

ORDINARY BUSINESS

❖ **Item No. 1 of the Notice (As an Ordinary Resolution):**

- a) To receive, consider and adopt the standalone financial statements of the Company for the financial year ended 31st March, 2018 and the reports of the Board of Directors thereto and report of the Auditors thereon.
- b) To receive, consider and adopt the consolidated financial statements of the Company for the financial year ended 31st March 2018 and the Report of the Auditors thereon.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained votes	Invalid votes
	Nos.	%age	Nos.	%age	Nos.	Nos.
Total votes through Remote e-voting and voting at meeting	46342115	99.9998	102	0.0002	0	279

Item No. 1 of Notice stands passed with the requisite majority

❖ **Item No. 2 of the Notice (As an Ordinary Resolution):**

Appoint a director in place of Mr. Pratik Agarwal (DIN No: 03040062), who retires by rotation and being eligible, offers himself for re-appointment.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained votes	Invalid votes
	Nos.	%age	Nos.	%age	Nos.	Nos.
Total votes through Remote e-voting and voting at meeting	45799251	99.9998	102	0.0002	542864	279

Item 2 of Notice stands passed with the requisite majority

❖ **Item No. 3 of the Notice (As an Ordinary Resolution):**

To ratify appointment of Statutory Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass the same as an Ordinary Resolution as provided in the notice.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained votes	Invalid votes
	Nos.	%age	Nos.	%age	Nos.	Nos.
Total votes through Remote e-voting and voting at meeting	46342115	99.9998	102	0.0002	0	279

Item 3 of Notice stands passed with the requisite majority

SPECIAL BUSINESS

❖ **Item No. 4 of the Notice (As an Special Resolution):**

To offer or invite for subscription of Non-Convertible Debentures on private placement basis.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained votes	Invalid votes
	Nos.	%age	Nos.	%age	Nos.	Nos.
Total votes through Remote e-voting and voting at meeting	46342015	99.9996	202	0.0004	0	279

Item 4 of Notice stands passed with the requisite majority

❖ **Item No. 5 of the Notice (As an Ordinary Resolution):**

Approve the remuneration of the Cost Auditors.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained votes	Invalid votes
	Nos.	%age	Nos.	%age	Nos.	Nos.
Total votes through Remote e-voting and voting at meeting	46342115	99.9998	102	0.0002	0	279

Item 5 of Notice stands passed with the requisite majority

- The break-up of voting for each item of the resolution is given in a sheet attached to all the Resolutions mentioned in the AGM Notice dated 10th August, 2018 as per the details above stand passed under Remote E-voting and voting conducted at AGM through Physical Ballot paper with the requisite majority and hence deemed to be passed as on the date of the AGM.
- A list of equity shareholders containing details of who voted "FOR", "AGAINST" and those whose votes were declared "INVALID/ABSTAINED", for each resolution is being delivered to the Company Secretary separately.
- The following were the witnesses to unlocking the Ballot box for the votes cast by the shareholders through Physical Ballot: -
 1. Mr. V.D. Dhavale
 2. Mr. S. Rao KancharlaAn Acknowledgement of the witnesses has been enclosed herewith as Annexure-1 to the Report.
- I hereby confirm that I am maintaining the Registers received from the Service Provider and the RTA both for votes cast through Remote E-voting and voting conduct at AGM by way of Physical Ballot means by the Members of the Company. All other relevant records relating to Remote E-voting and Physical Ballot voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you,

Yours faithfully

For KPRC & Associates
COMPANY SECRETARIES


CS Kuldeep Ruchandani
(Partner)
(FCS 7971, COP No. 8563)

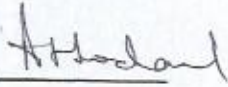


Place: Pune

Date: 27th September, 2018

Encl: Annexure-1 (Acknowledgement to the witness)

I have received the report:

Signature 

Signed by Mr. ARUN TODARWAL
Authorized by the Chairman/ Board

Place: Pune

Date: 27th September, 2018

We the Undersigned witness to unlock the Ballot Box for the Third (3rd) Annual General Meeting of Sterlite Power Transmission Limited, held on 27th Day of September 2018 at The Westin, Pune at 10: a.m.

Further, we also witness the unblocking of the votes cast through Remote E-voting.

Dhavalab

Name :- V. D. Dhavale
Date :- 27.9.18
Place :- Pune

K. Subudiprasad

Name :- S. RAO - KANCHARA
Date :- 27/9/18
Place :- PUNE