

Compliance Report- Corporate Governance

1. Name of Listed Entity – Sterlite Technologies Ltd
2. Quarter ending – 31 March 2017

I. Composition of Board of Directors									
S. No	Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/Non-Executive/ independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure	No of Directorship in listed entities including this listed entity	Number of memberships in Audit (AC) / Stakeholder Committee(s) (SC) including this listed entity*	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
1	Mr	Anil Kumar Agarwal	AFWPA3200K - 00010883	Non-Executive Chairman	30/10/2006	NA	1	NIL	NIL
2	Mr	Arun Todarwal	AAGPT5697L - 00020916	Non-Executive Independent Director	01/04/2014	3 years	3	AC – 9 SC – 1	AC – 1
3	Mr	A.R. Narayanaswamy	AABPA7873L - 00818169	Non-Executive Independent Director	01/04/2014	3 years	2	AC – 9 SC – 1	AC – 1 SC – 1
4	Mr	C V Krishnan	AACPK9727E - 01606522	Non-Executive Independent Director	01/04/2014	3 years	1	AC – 1	Nil
5	Ms	Avaantika Kakkar	APEPK1489G - 06966972	Non-Executive Independent Director	29/12/2014	2 years 3 Months	2	AC – 9 SC – 1	SC – 1



6	Mr	Pravin Agarwal	ADCPA9816F - 00022096	Executive Director	30/10/2015	NA	1	AC - 2 SC - 2		
7	Mr	Anand Agarwal	ACNPA6974C - 00057364	Executive Director	30/07/2015	NA	1	Nil	Nil	
8	Mr	Pratik Agarwal	ADYPA7745D - 03040062	Non-Executive Director	26/04/2013	NA	1	Nil	Nil	
# For the purpose of membership of Committees, Audit and Stakeholder Committee memberships held in Public Limited Companies, whether listed or not are considered.										
II. Composition of Committees										
Name of Committee					Name of Committee members			Category (Chairperson/Executive/Non-Executive/independent/Nominee)		
1. Audit Committee					1. Mr. Arun Todarwal 2. Mr. Pravin Agarwal 3. Mr. A.R.Narayanaswamy 4. Mr. C.V. Krishnan			Chairman; Non-Executive Independent Executive Non-Executive Independent Non-Executive Independent		
2. Nomination & Remuneration Committee					1. Mr. Arun Todarwal 2. Mr. A.R.Narayanaswamy 3. Mr. C.V. Krishnan			Chairman; Non-Executive Independent Non-Executive Independent Non-Executive Independent		
3. Risk Management Committee(if applicable)					N.A.			N.A.		
4. Stakeholders Relationship Committee'					1. Ms. Avaantika Kakkar 2. Mr. Pravin Agarwal 3. Mr. Arun Todarwal			Chairperson; Non-Executive Independent Executive Non-Executive Independent		



III. Meeting of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) In the relevant quarter</i>		<i>Maximum gap between any two consecutive (in number of days)</i>
October 27, 2016	January 18,2017		82
			(gap between October 27, 2016 to January 18,2017)
IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>
Audit Committee Meeting			
January 18,2017	Yes (below mentioned members were present) 1. Mr. Arun Tadarwal 2. Mr. C.V.Krishnan 3. Mr. Pravin Agarwal Leave of absence was granted to Mr. A R Narayanaswamy.	October 27, 2016	82 (gap between October 27, 2016 to January 18,2017)

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (applicable to the top 100 listed entities) – Not Applicable
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the ~~report submitted in the previous quarter has been~~ will be placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: Nil

For Sterlite Technologies Limited

A.V. Deshpande

Amit Deshpande

Company Secretary (ACS 17551)

Date 07.04.2017



ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status <small>(Yes/No/NA) refer note</small>
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		NA
New name and the old name of the listed entity		NA
II Annual Affirmations		
Particulars	Regulation Number	Compliance status <small>(Yes/No/NA) refer note below</small>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes
Note		
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/ N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.		
2 If status is "No" details of non-compliance may be given here.		
3 If the Listed Entity would like to provide any other information the same may be indicated here.		
III Affirmations:		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		
<p><i>A.V. Deshpande</i> Amit Deshpande Company Secretary (ACS 17551)</p>		



ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><i>A.V. Deshpande</i></p> <p>Amit Deshpande Company Secretary (ACS 17551)</p> 		