

## Compliance Report- Corporate Governance

1. Name of Listed Entity – Sterlite Technologies Ltd
2. Quarter ending – March 31, 2018

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 <sup>#</sup>	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity <sup>#</sup>
1	Mr	Anil Kumar Agarwal	AFWPA3200K00010883	Non-Executive Chairman	30/10/2006	NA	1	NIL	NIL
2	Mr	Arun Tadarwal	AAGPT5697L00020916	Non-Executive Independent Director	01/04/2014	4 years	4	AC – 9 SC – 1	AC – 5
3	Mr	A.R. Narayanaswamy	AABPA7873L00818169	Non-Executive Independent Director	01/04/2014	4 years	2	AC – 9 SC – 1	AC – 2 SC – 1
4	Ms	Avaantika Kakkar	APEPK1489G06966972	Non-Executive Independent Director	29/12/2014	3 years 3 months	3	AC – 7 SC – 2	SC – 2
5	Mr	Sandip Das	AAJPD3650J00116303	Non-Executive Independent Director	16/10/2017	6 months	1	AC – 1 SC – 1	Nil



6	Mr	Pravin Agarwal	ADCPA9816F 00022096	Executive Director	30/10/2015	NA	1	AC – 2 SC – 2	Nil
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	SC - 1	Nil
# For the purpose of membership of Committees, Audit and Stakeholder Committee memberships held in Public Limited Companies, whether listed or not are considered.									
<b>II. Composition of Committees</b>									
<b>Name of Committee</b>					<b>Name of Committee members</b>		<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee)</b>		
1. Audit Committee					1. Mr. Arun Todarwal 2. Mr. Pravin Agarwal 3. Mr. A.R.Narayanaswamy 4. Mr. Sandip Das		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. Sandip Das		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 4. Mr. Sandip Das		Chairperson; Non-Executive Independent Executive Non-Executive Independent 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 16, 2017	January 17, 2018	92	
			(gap between October 16, 2017 to January 17, 2018)	
	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 17, 2018	Yes (below mentioned members were present) 1. Mr. Arun Todarwal 2. Mr. A R Narayanaswamy. 3. Mr. Sandip Das 4. Mr. Pravin Agarwal	October 16, 2017	92 (gap between October 16, 2017 to January 17, 2018)

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
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



<b>VI. Affirmations</b>
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; Remuneration Committee</li> <li>c. Stakeholders Relationship Committee</li> <li>d. Risk Management Committee (applicable to the top 100 listed entities) – Not Applicable</li> </ol> </li> <li>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.</li> <li>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.</li> <li>5. This report and/or the <del>report submitted in the previous quarter has been</del> will be placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: Nil</li> </ol>

## **Annexure II**

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

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
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	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable
Vigil Mechanism	22	Yes



Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<b>Note</b> 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.		
<b>III Affirmations:</b> The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. <b>Yes</b>		

**For Sterlite Technologies Limited**

*A.V. Deshpande*

**Amit Deshpande**

Company Secretary (ACS 17551)

Date: April 6, 2018

