

### Sterlite Technologies Limited

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 E 1, MIDC Industrial Area, Waluj,  
 Aurangabad, Maharashtra- 431 136, INDIA  
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 Website: [www.sterlitetechnologies.com](http://www.sterlitetechnologies.com);  
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### Sterlite Power Transmission Limited

U74120PN2015PLC156643  
 4<sup>th</sup> Floor, Godrej Millennium,  
 9, Koregaon Road, Pune 411001 INDIA  
 Phone: +91-20-30514000, Fax: +91-20-30514113,  
 Website – [www.sterlitetechnologies.com](http://www.sterlitetechnologies.com);  
 email - [secretarial@sterlite.com](mailto:secretarial@sterlite.com)

## ELECTION NOTICE

### THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Dear Eligible Member,

This Election Notice is sent to you pursuant to the Scheme of Arrangement between Sterlite Technologies Limited (“STL/ Company”) and Sterlite Power Transmission Limited (“SPTL/ Resulting Company”) and their respective shareholders and creditors (hereinafter referred to as the “Scheme of Arrangement”), as a resident shareholder of Sterlite Technologies Limited (“Eligible Member”) as on 16 June 2016 (the “Record Date”). If you require any clarification about the action to be taken, you may consult your stock broker or investment consultant or Karvy Computershare Private Limited (the “Registrar”).

### SCHEME OF ARRANGEMENT

The Hon'ble High Court of Bombay (“Hon'ble High Court”) vide its Order dated 22 April 2016 (“Order”) approved the Scheme of Arrangement. The certified copy of the Order of the Hon'ble High Court has been filed with the Registrar of Companies on 23 May 2016 (“Effective Date”). In accordance with the terms of the Scheme of Arrangement, all the assets and liabilities, in relation to the Power Products and Transmission Grid Business (as defined later) of the Company, have been vested in SPTL as of 1 April 2015 (“Appointed Date”).

Pursuant to the Scheme of Arrangement, the Eligible Members shall be entitled to either receive (i) Equity shares of SPTL; or (ii) Redeemable preference shares of SPTL. The Eligible Members who have decided to choose Redeemable preference shares of SPTL, shall also have an option to exit as detailed in Clause B(2) below.

### A. DETAILS OF THE RESULTING COMPANY EQUITY SHARES AND RESULTING COMPANY RPS

- As a consideration for the Scheme of Arrangement, the Eligible Members shall receive either (i) Resulting Company Equity Shares; or (ii) Resulting Company RPS as per the Share Entitlement.
- Please note that the Resulting Company Equity Shares will not be listed and/or admitted on any stock exchanges in India.**
- The Resulting Company RPS will have the following terms:

Face Value	The Resulting Company RPS will have a face value of INR 2 (Rupees two) per Resulting Company RPS.
Premium on issue	The Resulting Company RPS will be issued at a premium of INR 110.30 (Rupees One hundred ten and thirty paise) per Resulting Company RPS.
Coupon	The Resulting Company RPS will confer on the holders thereof a right to a fixed preferential dividend of 8% (Eight per cent) per annum on the face value of Resulting Company RPS in priority to the Resulting Company Equity Shares.
Redemption	The Resulting Company RPS will be redeemable on the expiry of 18 (eighteen) months from the date of allotment thereof. Each Resulting Company RPS will be redeemed at a redemption premium of INR 123.55 (Rupees One hundred twenty three and fifty five paise) per Resulting Company RPS.
Listing	The Resulting Company RPS will be listed on the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as the “Stock Exchanges”).

## **B. DETAILS OF THE SHARE ENTITLEMENT AND OPTIONS AVAILABLE WITH THE ELIGIBLE MEMBER**

### **1. OPTIONS AVAILABLE WITH ELIGIBLE MEMBER**

In terms of the Scheme of Arrangement, following options are available to Eligible Member:

(i) **RECEIVE RESULTING COMPANY EQUITY SHARES**

1 (one) fully paid Equity Share of Rs 2 (Rupees two) each of Sterlite Power Transmission Limited for every 5 (five) fully paid up equity shares of Rs 2 (Rupees two) each of Sterlite Technologies Limited held by the Eligible Member;

**OR**

(ii) **RECEIVE RESULTING COMPANY RPS**

1 (one) fully paid-up redeemable preference share of Rs 2 (Rupees two) each at a premium of Rs 110.30 (Rupees One hundred ten and thirty paise) per redeemable preference share in Sterlite Power Transmission Limited for every 5 (five) fully paid equity shares of Rs 2 (Rupees two) each of Sterlite Technologies Limited held by Eligible Member;

Under this option, the Eligible Member shall continue to hold the Resulting Company RPS until either the Resulting Company RPS are redeemed by Sterlite Power Transmission Limited as stated in Clause A(3) above or the Resulting Company RPS are sold by the Eligible Member on the Stock Exchanges.

In case the Eligible Member opts for Resulting Company RPS under Clause B (1) (ii) above, such Eligible Member shall have a further option to exit ("**Exit Option**") as explained under Clause B (2) hereunder.

### **2. Exit Option**

(i) The Eligible Member (under Clause B (1) (ii) above) (hereinafter together referred to as "**Exiting Shareholder**"), may opt to sell the Resulting Company RPS allotted to them, to the Promoters and/ or their affiliates or any other person and/or entity identified by them ("**Purchaser - RPS**"), at a price of Rs 112.30 (Rupees One hundred twelve and thirty paise) which includes a premium of Rs 110.30 (Rupees One hundred ten and thirty paise) per Resulting Company RPS ("**Purchase Consideration - RPS**").

(ii) The Purchaser-RPS, will within 30 (thirty) days from the date of allotment of the Resulting Company RPS and thereafter within 7 (seven) business days of transfer of Resulting Company RPS to Purchaser-RPS, dispatch / credit the payment on Purchase Consideration-RPS to the Exiting Shareholder through bankers cheque/demand draft/NEFT/RTGS/Direct Credit). The stamp duty for the transfer shall be borne by the Purchaser-RPS. The Purchaser-RPS shall be deemed to include their nominees or assigns who accepts in totality the terms of the Scheme of Arrangement. Any other liability including under the Income Tax Act, 1961 shall be borne by the respective parties.

(iii) Exiting Shareholder is required to exercise its Exit Option in this Election Notice by duly filling in and signing the Form of Acceptance of Election Notice ("**Form of Acceptance**") attached herewith, by ticking **Option III** in the Form of Acceptance and also sign the Securities Transfer Form annexed hereto in the presence of 1 witness along with the name, address and signature of the witness.

### **3. The Eligible Member shall note the following:**

(i) The exercise of an option under this Election Notice by the Eligible Member must be through the Form of Acceptance and must be absolute and unqualified. Any acceptance to this Election Notice which is conditional or incomplete in any respect or where the Eligible Member selects more than one option, then such Form of Acceptance will be rejected without assigning any reason whatsoever and such Eligible Member shall be compulsorily issued shares as per the Default Option as stated in Clause 11.5 of the Scheme of Arrangement.

(ii) If the Eligible Member has not submitted the duly completed Form of Acceptance to the Registrar prior to the expiry of the Election Period or has not provided requisite details as may be required in relation to the option or where such Election Notice has not been received by Registrar or the Election Notice has returned undelivered or the ownership of the equity shares of Sterlite Technologies Limited is in dispute, then in that

event, such Eligible Member shall be compulsorily issued shares as per the Default Option as stated in Clause 11.5 of the Scheme of Arrangement.

- (iii) The Eligible Member shall be entitled to select any **ONE** of the options available to it under this Election Notice during the Election Period i.e. from 27 June 2016 till 8 August 2016 (both days inclusive).
- (iv) The Form of Acceptance forms an integral part of the Election Notice. Eligible Member is requested to complete the Form of Acceptance and submit the same together with such other documents as may be required to the Registrar at any of the collection centers mentioned in this Election Notice, by way of hand delivery or through the enclosed business reply envelope. Eligible Member may please refer to the "Instructions" while completing the Form of Acceptance.
- (v) Eligible Members **SHALL NOT** submit the Form of Acceptance to the Company.
- (vi) Where an Eligible Member does not receive the Form of Acceptance, the Eligible Member may download the same from the website of Sterlite Technologies Limited at [www.sterlitetechnologies.com](http://www.sterlitetechnologies.com) and also from the website of the Registrar at [www.karisma.karvy.com](http://www.karisma.karvy.com).
- (vii) For details in respect of the Scheme of Arrangement, the Eligible Member may visit the website of Sterlite Technologies Limited at [www.sterlitetechnologies.com](http://www.sterlitetechnologies.com).

#### 4. FRACTIONAL SHARES

In case any Eligible Member's holding in the Demerged Company is such that the Eligible Member becomes entitled to a fraction of a security of the Resulting Company, the Resulting Company shall not issue any fractional shares to such Eligible Member but shall consolidate such fractions and issue consolidated Securities to the Trust to be established for this purpose. The Trust shall sell such Securities to the Promoters and/ or their affiliates or any other person and/or entity identified by them, and distribute the net sale proceeds (after deduction of applicable taxes and other expenses incurred) to the Eligible Members entitled to the same in proportion to their fractional entitlements.

#### ILLUSTRATION OF THE SHARE ENTITLEMENT RATIO

Number of Equity Shares as of the Record Date (1)	Number of Resulting Company Equity Shares or Resulting Company RPS under Share Entitlement Ratio (2)	Fractional entitlements with respect to the Share Entitlement Ratio for Resulting Company Equity Shares or Resulting Company RPS (3)	Consideration for the fractional entitlement (Rs.)
1 Equity Share	Nil	0.2	22.46
2 Equity Shares	Nil	0.4	44.92
3 Equity Shares	Nil	0.6	67.38
4 Equity Shares	Nil	0.8	89.84
5 Equity Shares	1	Nil	NIL

#### C. ELIGIBILITY FOR EXERCISING THE ELECTION NOTICE

- 1. This Election Notice is being sent to all Eligible Members holding equity shares of the Sterlite Technologies Limited and whose names appear in the register of members of Sterlite Technologies Limited, register of the NSDL and CDSL as on the Record Date.
- 2. The Election Notice is **NOT TRANSFERRABLE** and only the Eligible Members, whose names appear in the register of members of Sterlite Technologies Limited, register of the NSDL and CDSL as on the Record Date are eligible to exercise their option under this Election Notice.
- 3. The instructions, authorizations and provisions contained in the Form of Acceptance constitute part of the terms of this Election Notice.

**D. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE ELECTION NOTICE**

1. The Eligible Member receiving this Election Notice will have to deliver the relevant documents as applicable and as mentioned in the Form of Acceptance at the Registrar's office by (i) hand-delivery at the following collection centres of the Registrar between 10.00 a.m. and 5.00 p.m. on any Business Day during the Election Period i.e. between 27 June 2016 and 8 August 2016 (both days inclusive); or (ii) by post using business reply envelope; Additionally, envelopes containing relevant documents, if sent by courier or by Registered Post to the Registrar at the expense of the Eligible Member will also be accepted. The documents **SHALL NOT** be sent to the Company.

2. Collection Centres of Karvy Computershare Private Limited

Collection Centre	Address	Contact Person	Contact Details	E-mail	Mode of delivery
Mumbai	24B Rajabahudar Mansion, Ground Floor, 6 Ambalal Doshi Marg, Behind BSE Limited, Fort, Mumbai 400 051	Ms.Nutan Shirke	Tel: 022 66235454 Fax: 022 6633 1135	<a href="mailto:nutan.shirke@karvy.com">nutan.shirke@karvy.com</a>	Hand delivery
New Delhi	305 New Delhi House, 27 Barakhamba Road, Connaught Place, New Delhi 110 001	Mr.Rakesh Kumar jamwal /Mr.Vinod Singh Negi	Tel: 011 4368 1700 Tel: 011 4368 1707/08 Fax: 011 4368 1710	<a href="mailto:rakesh.jamwal@karvy.com">rakesh.jamwal@karvy.com</a>	Hand delivery
Ahmedabad	201-203 Shail, Opp. Madhusudhan House Behind Girish Cold Drinks Off C G Road, Ahmedabad 380 006	Mr.Aditya Gupta / Mr.Robert Jeoboy	Tel: 079 6661 4772 Fax: 079 2640 0527	<a href="mailto:ahmedabad@karvy.com">ahmedabad@karvy.com</a> <a href="mailto:robert.joeboy@karvy.com">robert.joeboy@karvy.com</a>	Hand delivery
Chennai	Akshya Plaza, First floor, F11, New No.108 Adhithanar Salai, Egmore, Chennai 600002	Mr.K.Gunasekhar	Tel: 044 2858 7781 Fax: 044 4202 8514	<a href="mailto:chennaiirc@karvy.com">chennaiirc@karvy.com</a>	Hand delivery
Kolkata	49 Jatin Das Road, Near Deshpriya Park, Kolkata 700 029	Mr.Sujit Kundu / Mr.Debnath	Tel: 033 2464 4891 Tel: 033 2464 7231 Fax: 033 2464 4866	<a href="mailto:sujit.kundu@karvy.com">sujit.kundu@karvy.com</a>	Hand delivery
Bengaluru	No. 54, Yadamma, Heritage, Vani Vilas Road, Next to Butter Sponge Bakery, Basavana Gudi, Bengaluru 560 004	Mr.S.K.Sharma / Mr.Mahadev	Tel: 080 2662 1192 Fax: 080 2662 1169	<a href="mailto:ircbangalore@karvy.com">ircbangalore@karvy.com</a>	Hand delivery
Pune	Shrinath Plaza, B-Wing, Ground Floor, Office # 16, Dnyaneshwar Puduk Chowk, Opp. IDBI Bank, FC Road, Pune - 411 005.	Ms.Sandhya	Tel: 020 2553 3795 Tel: 020 2553 3592 Fax: 020 2553 3742	<a href="mailto:rispune@karvy.com">rispune@karvy.com</a>	Hand delivery
Hyderabad	Karvy Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally mandal, Hyderabad-500032.	Mr.Bhakta Singh	Tel:040-33215124	<a href="mailto:ircmadhapur@karvy.com">ircmadhapur@karvy.com</a>	Hand delivery / Post

3. Eligible Members are requested to refer to the Form of Acceptance and instructions that are forming part of this Election Notice and submit the documents / certificates / declarations as specified therein.

4. All payments to Eligible Members, who opt for exit option in accordance with this Election Notice, shall be made through NECS, Direct Credit, RTGS or NEFT or other electronic modes, as applicable to the bank account of the Eligible Members provided in the Depositories' database where such information is available. Where electronic modes are not available, then the payments under this Election Notice shall be made through demand drafts / bankers' cheques that shall be dispatched to the respective Eligible Members on the address which is available in the records of the Registrar.

5. **Indicative Schedule of Activities**

Activity	Timelines
Record Date	16 June 2016, Thursday
Completion of dispatch of Election Notice	26 June 2016, Sunday
Election Period Commencement	27 June 2016, Monday
Election Period Closure	8 August 2016, Monday
Resulting Company Board of Directors to issue and allot Resulting Company Equity Shares / RPS to the Eligible Members in accordance with their exercised options	3 <sup>rd</sup> week of August 2016
Transfer of the Resulting Company RPS from the Eligible Members (who have exercised the Exit Option) to the Purchaser – RPS	3 <sup>rd</sup> week of September 2016
Transfer of the Purchase Consideration – RPS from the Purchaser RPS to the Eligible Members (who have exercised the Exit Option)	5 <sup>th</sup> week of September 2016

**E. COMPLIANCE WITH TAX REQUIREMENTS**

1. There are no tax implications on receipt of Resulting Company Equity Shares or Resulting Company RPS (collectively “Securities”) in the hands of Eligible Members in the Resulting Company pursuant to provisions of section 47(vii) of the Income Tax Act. The period of holding of equity shares of the Demerged Company (“Demerged Company Shares”) shall be included in the period of holding for the Securities pursuant to section 2(42A) Explanation 1(g) of the Income Tax Act.
2. In accordance with section 49(2C) of the Income Tax Act, the cost of acquisition of the Securities is derived based on the proportion as the net book value of the assets transferred bears to the net worth of the Demerged Company immediately before such demerger.

$$\text{Cost of Acquisition of Securities} = \frac{\text{Original cost of acquisition of equity share in Demerged Company} \times \text{Net book value of assets transferred by the Demerged Company as on the Appointed Date}}{\text{Net worth of the Demerged Company immediately before Demerger as on the Appointed Date}}$$

3. In accordance with section 49(2D) of the Income Tax Act, the cost of acquisition of the original shareholding in the Demerged Company is deemed to have been reduced by the amount calculated as per the provisions of sub-section (2C) i.e : **Cost of Acquisition of Demerged Company's Shares:** Original cost of acquisition - cost of acquisition of Securities.
4. For the purpose of determining the post demerger cost of acquisition of equity share of STL and Securities under the Income Tax Act, the Eligible Members are advised to apportion their pre demerger cost of acquisition of equity shares of STL in the following manner :

Particulars	% of cost of acquisition of STL shares
Equity shares of STL	54.47%
Equity shares / Redeemable preference shares of SPTL	45.53%
<b>Total</b>	<b>100%</b>

**F. DEFINITIONS / ABBREVIATIONS**

<b>Particulars</b>	<b>Details / Definition</b>
Appointed Date	means opening business hours of 1 April 2015
Business Day	Means a day other than (i) a public holiday under Section 25 of the Negotiable Instruments Act, 1881 at Aurangabad; or (ii) a Saturday or Sunday; or (iii) any other day when the clearing facility offered by the Reserve Bank of India is unavailable
CDSL	Central Depository Services (India) Limited
Default Option	means the issuance and allotment of Resulting Company Equity Shares as per the Share Entitlement Ratio
Demerged Company or the Company	Sterlite Technologies Limited having its registered office at E1, MIDC Industrial Area, Waluj, Aurangabad, Maharashtra- 431136
Demerged Undertaking	all the business, undertakings, properties, investments and liabilities of whatsoever nature and kind and wheresoever situated, of the Demerged Company, in relation to and pertaining to the Power Products and Transmission Grid Business on a going concern basis, together with all its assets and liabilities
Depositories	CDSL and NSDL
Election Period	27 June 2016 to 8 August 2016 (both days inclusive)
Eligible Members	Resident Shareholders of the Demerged Company as on the record date
Income Tax Act	The Income Tax Act, 1961, as amended
NECS	National Electronic Clearing Services
NEFT	National Electronic Funds Transfer
NSDL	National Securities Depository Limited
Power Products and Transmission Grid Business	means (i) the power products and solutions business located at Rakholi (Silvassa), Piparia (Silvassa, Dadra & Nagar Haveli), Jharsuguda (Odisha), Haridwar (Uttarakhand), offices in Pune, etc. carried out by the Demerged Undertaking of the Demerged Company; and (ii) the investment in transmission grid subsidiaries by the Demerged Company
Record Date	16 June 2016
Registrar	Karvy Computershare Private Limited
Resident Shareholder	Shareholder of the Demerger Company, who is a resident of India i.e. if he/she is in India in that year for a period or periods amounting in all to 182 days or more; or having within the 4 years preceding that year been in India for a period or period amounting in all to 365 days or more
Resulting Company	Sterlite Power Transmission Limited having its registered office at 4 <sup>th</sup> Floor, Godrej Millennium, 9 Koregaon Road, Pune, Maharashtra-411001
Resulting Company Equity Shares	Equity Share of Rs 2 (Rupees two) each fully paid of the Resulting Company
Resulting Company RPS	8 percent Redeemable Preference Shares of the Resulting Company of face value of Rs. 2 issued at a premium of Rs 110.30 (Rupees One hundred ten and thirty paise) per redeemable preference share with maturity of eighteen (18) months from the date of allotment
RTGS	Real Time Gross Settlement

<b>Particulars</b>	<b>Details / Definition</b>
Scheme of Arrangement	Scheme of Arrangement between Sterlite Technologies Limited and Sterlite Power Transmission Limited and their respective shareholders and creditors
Securities	The Resulting Company Equity Shares and the Resulting Company RPS
Shareholder	Shareholder of Sterlite Technologies Limited as of the Record Date
Trust	The Trust that shall be established to administer the fractional entitlements under the Scheme of Arrangement
Share Entitlement Ratio	(a) 1 (one) fully paid equity share of Rs 2 (Rupees two) each of the Resulting Company for every 5 (five) fully paid up equity shares of Rs 2 (Rupees two) each of the Demerged Company; <b>OR</b>  (b) 1 (one) fully paid-up redeemable preference share of Rs 2 (Rupees two) each at a premium of Rs 110.30 (Rupees One hundred ten and thirty paise) per redeemable preference share in the Resulting Company for every 5 (five) fully paid equity shares of Rs 2 (Rupees two) each of the Demerged Company
Promoters	Promoters of Sterlite Technologies Limited as per Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended

SIGNED FOR AND ON BEHALF OF  
**STERLITE TECHNOLOGIES LIMITED**

**Amit Deshpande**  
Company secretary

SIGNED FOR AND ON BEHALF OF  
**STERLITE POWER TRANSMISSION LIMITED**

**Swapnil Patil**  
Company secretary

Place : Pune

Date : 20-June-2016

Please ensure the following before dispatching the business reply envelope –

- ✓ **Exercise ONE option in the Form of Acceptance;**
- ✓ **Signature on Form of Acceptance;**
- ✓ **In case of exercising Exit Option –**
  - **Signature on Securities Transfer Form and;**
  - **Name, address and signature of witness on Securities Transfer Form.**