

Compliance Report along-with the Draft Scheme

It is hereby certified that the draft scheme of arrangement involving Sterlite Technologies Limited ("Demerged Company") and STL Networks Limited ("Resulting Company") and their respective shareholders and creditors does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sl.	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes complied
Requirements of SEBI's Master Circular on (I) Scheme of Arrangement by Listed Entities and (II) Relaxation under Subrule (7) of Rule 19 of the Securities Contracts (Regulation) Rules, 1957 dated November 23, 2021 (" SEBI Scheme Circular- Equity ") and and SEBI circular no SEBI/HO/DDHS/DDHS _Div1/P/CIR/2022/0000000103 dated July 29, 2022 (as updated on December 1, 2022) , and (" SEBI Scheme Circular - Debt ")			
(a)	Para (I)(A)(2) of SEBI Scheme Circular- Equity and Para (I)(A)(2) of SEBI Scheme Circular - Debt	Submission of documents to Stock Exchanges	Yes complied
(b)	Para (I)(A)(3) of SEBI Scheme Circular- Equity and Para (I)(A)(4) of SEBI Scheme Circular - Debt	Conditions for schemes of arrangement involving unlisted entities	Yes complied
(c)	Para (I)(A)(4) (a) of SEBI Scheme Circular- Equity and Para (I)(A)(5) of SEBI Scheme Circular - Debt	Submission of Valuation Report	Yes complied Share entitlement ratio report as issued by the Registered Valuer is enclosed as part of this application.
(d)	Para (I)(A)(5) of SEBI Scheme Circular- Equity and Para (I)(A)(6) of SEBI Scheme Circular - Debt	Auditors certificate regarding compliance with Accounting Standards and payment/repayment capability.	Yes complied. Auditor certificate is enclosed as part of this application.
(e)	Para (I)(A)(9) of SEBI Scheme Circular- Equity	Provision of approval of public shareholders through e-voting	Not applicable



			Provision of approval of public shareholders through e-voting – Not Applicable in the present case on account of exemption available. Board undertaking (duly certified by Statutory Auditor) approved by the Board of Directors of Sterlite Technologies Limited is attached to the application.
(f)	Para (I)(A)(2)(d) of SEBI Scheme Circular - Equity and Para (I)(A)(2)(c) of SEBI Scheme Circular- Debt	Submission of Fairness opinion	Yes complied Fairness opinion report as issued by the merchant banker registered with the SEBI is enclosed as part of this application.
(g)	Para (I)(A)(12)(A)(v) of SEBI Scheme Circular - Equity and Para (I)(A)(11) of SEBI Scheme Circular- Debt	Disclosures in the Scheme of Arrangement	Yes complied All the required disclosures are enclosed as part of Scheme submitted to the stock exchange.
(h)	Para (I)(A)(6)(a) of SEBI Scheme Circular – Equity and Para (I)(A)(7)(7.1) of SEBI Scheme Circular - Debt	Grievance redress/ Report on Complaints/ Comments	Complaint Report in the prescribed format would be submitted to the stock exchange within the prescribed time limit.
(i)	Para (I)(A)(10) of SEBI Scheme Circular - Debt	Provision of approval of holders of NCDs through e-voting.	Not applicable. Since the number of NCD holders of the company are less than 1000, there is no requirement of providing e-voting facility to the holders for approval as per the requirement of Companies Act 2013. Further the Companies will follow the orders/ directions of NCLT for convening of meetings as required.

For **Sterlite Technologies Limited**

AMIT VILAS Digitally signed by
AMIT VILAS
DESHPAND DESHPANDE
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Amit Deshpande
Company Secretary
(ACS 17551)

ANKIT Digitally signed
by ANKIT KUMAR
KUMAR AGARWAL
AGARWAL Date: 2023.05.23
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Ankit Agarwal
Managing Director
DIN: 03344202

Sterlite Technologies Limited

Registered office: 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra- 411 001 | India.
CIN - L31300PN2000PLC202408

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Sterlite Technologies Limited ("Demerged Company") and STL Networks Limited ("Resulting Company") and their respective shareholders and creditors are in compliance with all the Accounting Standards applicable to a listed entity.

For Sterlite Technologies Limited

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TUSHAR
DHANSUK DHANSUKH SHROFF
H SHROFF Date: 2023.05.23
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Tushar Shroff
Chief Financial Officer

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KUMAR ANKIT KUMAR
AGARWAL
AGARWAL Date: 2023.05.23
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Ankit Agarwal
Managing Director
DIN: 03344202

