

Corporate Governance Report - 31 March 2023

Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent / Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation	No of membership in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Anil Kumar Agarwal	10883		C & NED		30-Oct-06	30-Oct-06				No				Active	NA		2	0	0	0	NRC	
Mr.	Sandip Das	116303		ID		16-Oct-17	16-Oct-22		66		No				Active	NA		2	2	2	0	AC,RC,NRC	
Mr.	Ankit Agarwal	3344202		ED		20-Jan-21	08-Oct-21				No				Active	NA		1	0	1	0	SC,RC	
Mr.	Pravin Agarwal	22096		ED		30-Oct-06	30-Oct-20				No				Active	NA		1	0	3	0	AC	
Mr.	S Madhavan	6451889		ID		20-Jan-21	20-Jan-21		26		No				Active	NA		5	5	7	3	AC,SC,NRC	
Mr.	B J Arun	2497125		ID		20-Jan-21	20-Jan-21		26		No				Active	NA		1	1	1	0	SC,NRC	
Mrs.	Kumud Srinivasan	6487248		ID		22-May-18	22-May-18		59		No				Active	NA		1	1	2	1	AC,SC,RC,NRC	

Company Remarks	
Whether Regular chairpers on appointed	Yes
Whether Chairpers on is related to MD or CEO	No

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Sterlite Technologies Limited**
2. Quarter ending - **31-Mar-2023**

i. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	S Madhavan	ID	Chairperson	20-Jan-2021	
2	Kumud Srinivasan	ID	Member	20-Jan-2021	
3	Sandip Das	ID	Member	16-Oct-2017	
4	Pravin Agarwal	ED	Member	30-Apr-2007	

Company Remarks	
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Kumud Srinivasan	ID	Chairperson	22-May-2018	
2	S Madhavan	ID	Member	20-Jan-2021	
3	B J Arun	ID	Member	20-Jan-2021	
4	Ankit Agarwal	ED	Member	20-Jan-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Kumud Srinivasan	ID	Chairperson	24-Oct-2019	
2	Ankit Agarwal	ED	Member	20-Jan-2021	

3	Sandip Das	ID	Member	24-Oct-2019	
4	Tushar Shroff	Chief Financial Officer	Member	06-Dec-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Sandip Das	ID	Chairperson	16-Oct-2017	
2	S Madhavan	ID	Member	20-Jan-2021	
3	B J Arun	ID	Member	20-Jan-2021	
4	Kumud Srinivasan	ID	Member	24-Oct-2018	
5	Anil Kumar Agarwal	C & NED	Member	21-Oct-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

ii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
13-Oct-2022	Yes	7	7	4
04-Nov-2022	Yes	7	6	4
06-Dec-2022	Yes	7	6	4
27-Jan-2023	Yes	7	6	4
23-Feb-2023	Yes	7	6	4

Company Remarks	
Maximum gap between any	51

two consecutive (in number of days)	
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iii. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	03-Nov-2022	Yes	4	4	3	0
Audit Committee	06-Dec-2022	Yes	4	4	3	0
Audit Committee	25-Jan-2023	Yes	4	4	3	0
Audit Committee	31-Jan-2023	Yes	4	4	3	0
Audit Committee	23-Feb-2023	Yes	4	4	3	0
Nomination & Remuneration Committee	03-Nov-2022	Yes	5	4	4	0
Nomination & Remuneration Committee	06-Dec-2022	Yes	5	4	4	0
Nomination & Remuneration Committee	25-Jan-2023	Yes	5	4	4	0
Nomination	15-Mar-2023	Yes	5	4	4	0

& Remuneratio n Committee						
Stakeholders Relationship Committee	03-Nov-2022	Yes	4	4	3	0
Stakeholders Relationship Committee	25-Jan-2023	Yes	4	4	3	0
Risk Managemen t Committee	04-Nov-2022	Yes	3	3	2	0
Risk Managemen t Committee	23-Feb-2023	Yes	3	3	2	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	49

iv. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 1000 listed entities) - **Yes**
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. - **Yes**
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.- **Yes**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : **Amit Deshpande**
Designation : **Company Secretary & Compliance Officer**

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	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		https://www.stl.tech/ab
Terms and conditions of appointment of	Yes		https://www.stl.tech/Co
Composition of various committees of	Yes		https://www.stl.tech/Co
Code of conduct of board of directors and	Yes		https://www.stl.tech/Co
Details of establishment of vigil mechanism/	Yes		https://www.stl.tech/Co
Criteria of making payments to non-	Yes		https://www.stl.tech/Co
Policy on dealing with related party	Yes		https://www.stl.tech/Co
Policy for determining 'material' subsidiaries	Yes		https://www.stl.tech/Co
Details of familiarization programs imparted	Yes		https://www.stl.tech/Co
Email address for grievance redressal and other relevant details entity who are	Yes		https://www.stl.tech/investors.html
Contact information of the designated	Yes		https://www.stl.tech/investors.html
Financial results	Yes		https://www.stl.tech/do
Shareholding pattern	Yes		https://www.stl.tech/do
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		https://www.stl.tech/download.html
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		https://www.stl.tech/do
Credit rating or revision in credit rating	Yes		https://www.stl.tech/do
Separate audited financial statements of	Yes		https://www.stl.tech/do
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.stl.tech/investors.html
Materiality Policy as per Regulation 30	Yes		https://www.stl.tech/Co
Dividend Distribution policy as per	Yes		https://www.stl.tech/Co
It is certified that these contents on the	Yes		https://www.stl.tech/investors.html
II Annual Affirmations			

Particulars	Regulation Number	Compliance status	Company Remark
<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), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<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>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	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>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes	
<i>Vigil Mechanism</i>	22	Yes	

<i>Policy for related party Transaction</i>	23(1), (1A), (5), (6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2), (3), (4), (5) & (6)	Yes	
	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent</i>	25(10)	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)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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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. - **Yes**

Other Information	
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Name : **Amit Deshpande**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE IV

%symbol%	%company Name%	%quarter Ended%
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(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	0	0	1140000000
<i>Promoter Group or any other entity controlled by</i>	0	0	0

<i>them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0

<i>KMPs or any other entity controlled by them</i>	0	0	0
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(D) If the Listed Entity would like to provide any other information the same may be indicated here

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Affirmations	
<i>All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company</i>	
Company Remarks in case of non-compliant status	

<p>Name: Tushar Shroff Designation: Chief Financial Officer Place: Mumbai Date: 17-Apr-2023</p>
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