

August 29, 2023

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor,
Plot No. C-1, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai - 400 051.

BSE Limited

Phirozee Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

Sub.: Submission of Postal Ballot Notice - Intimation under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Ref.: Scrip ID - STLTECH/ Scrip Code - 532374

Dear Sir/Madam,

In terms of Regulation 30 of the Listing Regulations, we hereby submit a copy of Postal Ballot Notice ('Notice') dated August 11, 2023 seeking approval of the Members of the Company in respect of the below mentioned Special Resolution through remote e-voting process only:

Appointment of Mr. Venkatesh Murthy (DIN: 08567907) as a Whole-Time Director of the Company effective from August 11, 2023 to August 10, 2028.

The aforesaid Notice is being sent electronically to those Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Friday, August 25, 2023 ('Cut-off Date') received from the Depositories and whose e-mail address is registered with the Company / M/s. KFin Technologies Limited, Registrar and Transfer Agent ('KFin') / Depositories / Depository Participant ('DPs'). The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.

The Company has engaged the services of KFin for providing e-voting facility to all its Members. The details of the procedure to cast the vote forms part of the 'Notes' section of the Notice.

The Postal Ballot e-voting facility will be available during the following period:

Commencement of e-voting	August 30, 2023 From 10.00 a.m.
End of e-voting	September 28, 2023 To 5.00 p.m.

The same is also being uploaded on the website of the Company at <https://www.stl.tech/> and on the website of KFin at <https://evoting.kfintech.com>.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For **Sterlite Technologies Limited**

Amit Deshpande

General Counsel & Company Secretary (ACS 17551)

Encl. As above

Sterlite Technologies Limited

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



STERLITE TECHNOLOGIES LIMITED

CIN - L31300PN2000PLC202408

Regd. Office: 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune - 411001 Maharashtra,
India

Email - secretarial@stl.tech ; Website – www.stl.tech; Phone: +91 20 30514000; Fax: +91 20 30514113

POTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To the Members of the Company,

NOTICE is hereby given that resolution as set out below is proposed for approval by the Members of Sterlite Technologies Limited (“**the Company**”) by means of Postal Ballot, only by way of e-voting process (“**e-voting**”) being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 108 and 110 of the Companies Act, 2013 (“**the Act**”) and other applicable provisions of the Act read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and other applicable rules made thereunder, Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, Securities and Exchange Board of India (“**SEBI**”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), General Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2022 dated December 28, 2022, and other applicable circulars issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the SEBI (“**SEBI Circulars**”) and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 110 and 108 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The instructions related to e-voting are appended to this Notice.

The Board of Directors has appointed Mr. B Narasimhan, Proprietor BN & Associates, Practicing Company Secretary (Membership No. FCS 1303 and Certificate of Practice No. 10440) or failing him Mr. Venkataraman K, Practicing Company Secretary (Membership No. ACS 8897 and Certificate of Practice No. 12459), as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed for the said purpose.

Members are requested to read the instructions in the Notes provided in this Postal Ballot Notice to cast their vote electronically. The votes can be cast not later than 5:00 p.m. (IST) on Thursday, September 28, 2023.

The Scrutinizer will, after conclusion of e-voting, scrutinize the votes cast, make a Scrutinizer’s report of the votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or any other person authorised by the Chairman shall declare

the results within the prescribed timelines under applicable laws. The said results along with the report of the Scrutinizer will also be placed on the website of the Company at www.stl.tech, the website of KFin Technologies Limited (“KFin”), Registrar & Transfer Agent (“RTA”) of the Company at <https://evoting.kfintech.com> and shall also be displayed at the registered office of the Company. The results shall simultaneously be submitted to the Stock Exchange(s) and be made available at www.bseindia.com and www.nseindia.com. The resolution will be deemed to be passed on Thursday, September 28, 2023 subject to receipt of the requisite number of votes in favour of the resolution.

SPECIAL BUSINESS :

1. To consider and approve appointment of Mr. Venkatesh Murthy (DIN: 08567907) as a Whole-Time Director of the Company and fixation of remuneration

To consider and, if thought fit, to pass the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with the relevant Rules made thereunder and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**“Listing Regulations”**) (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors (hereinafter referred to as the **“Board”** which term shall include the Nomination & Remuneration Committee of the Board), consent of the Members be and is hereby accorded for appointment of Mr. Venkatesh Murthy (DIN: 08567907), who has been appointed as an Additional Director as per Section 161 of the Act and who holds office upto the date of the next General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director of the Company, as a Whole-Time Director of the Company designated as Director-Operations, liable to retire by rotation, to hold office effective from August 11, 2023 to August 10, 2028 (both days inclusive), on the terms and conditions including remuneration as set out in the explanatory statement annexed to this Notice with authority to the Board to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit. .

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors
of **Sterlite Technologies Limited**

Amit Deshpande
General Counsel and Company
Secretary (ACS 17551)

Date: August 11, 2023
Place: Pune

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act read with Section 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) as amended, setting out the material facts relating to the special business to be transacted as mentioned in Item No. 1 is annexed to the Postal Ballot Notice.
 2. In accordance with the MCA Circulars and the Listing Regulations, this Notice is being sent electronically to those Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Friday, August 25, 2023 (“**Cut-off Date**”) received from the Depositories and whose e-mail address is registered with the Company / KFin / Depositories / Depository Participant (“**DPs**”).
 3. The Notice is being sent in electronic form only and the physical copy of the Notice along with the Postal Ballot Form and pre-paid business envelope will not be sent to the Members. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting system only.
 4. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., closure of Friday, August 25, 2023.
 5. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
 6. The Notice will also be available on the Company’s website www.stl.tech, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin at <https://evoting.kfintech.com>
 7. Members whose e-mail address is not registered and who wish to receive the Notice(s), Annual Report and all other communications by the Company, from time to time may get their e-mail address registered by submitting Form ISR-1 to KFin at einward.ris@kfintech.com or to the Company at secretarial@stl.tech However, for the shares held in demat form, Members are requested to write to their respective DPs.
 8. The Company has engaged the services of KFin Technologies Limited (“**KFin**”) as the agency to provide e-voting facility. The instructions for e-voting are provided in the Postal Ballot Notice and Members may cast their vote by following the instructions provided in the Notes to the Notice.
 9. The Postal Ballot e-voting facility will be available during the following period:

Commencement of e-voting	August 30, 2023
End of e-voting	September 28, 2023
- The e-voting shall not be allowed beyond the above-mentioned date and time
10. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

11. The resolution, if approved, shall deemed to have been passed on the last date of e-voting i.e., Thursday, September 28, 2023 subject to receipt of the requisite number of votes in favour of the resolution.
12. All documents referred to in the Notice and explanatory statement will be available electronically for inspection without any fee by the Members from the date of circulation of this Notice until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to secretarial@stl.tech.
13. Member cannot, exercise his / her vote through proxy on postal ballot. However, corporate and institutional Members shall be entitled to vote through their authorized representatives. Institutional / Corporate Members are requested to send a scanned copy in pdf / jpg format of the Board Resolution / Power of Attorney authorising its representatives to vote pursuant to Section 113 of the Act, through e-mail at narasimhan.b8@gmail.com and venkatk1960@gmail.com with a copy marked to evoting@kfintech.com.

14. **The Procedure for e-voting is as under:**

i) Login method/ access to Depositories (NSDL/CDSL) for e-Voting for Individual members holding securities in demat mode.

Type of members	Login Method
Individual Members holding securities in demat mode with NSDL	<p>1. Instructions for Members already registered for Internet-based Demat Account Statement (“IDeAS”) facility:</p> <ul style="list-style-type: none"> i. Visit URL: https://eservices.nsdl.com ii. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. iii. On the new page, enter the existing User ID and Password. Post successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-Voting” after which the e-voting page will be displayed. iv. Click on company name i.e. ‘Sterlite Technologies Limited’ or e-Voting service provider i.e. ‘Kfin’ and you will be re-directed to Kfin’s website for casting the vote during the e-Voting period. <p>2. Instructions for Members not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> i. To register click on link : https://eservices.nsdl.com ii. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Open URL: https://www.evoting.nsdl.com/ iv. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. v. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. vi. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFin. vii. On successful selection, you will be redirected to KFin’s e-Voting page for casting your vote during the e-Voting period.

	<p>3. NSDL Mobile app</p> <p>i. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.</p>
<p><u>Individual Members holding securities in demat mode with CDSL</u></p>	<p>1. Instructions for Existing user who have opted for Electronic Access to Securities Information (“Easi / Easiest”)</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi Login to MyEasi option under quick login Enter your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of KFin e-Voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication <p>2. Instructions for User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed to complete registration using the DP ID, Client ID (BO ID), etc. After successful registration, please follow the steps given in point 1 above to cast your vote. <p>3. Alternatively, instructions for directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company i.e., ‘Sterlite Technologies Limited’ or select ‘Kfin’ Members will be re-directed to the e-voting page of Kfin without any further authentication.
<p><u>Individual Members login through their demat accounts / Website of Depository Participant</u></p>	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against Sterlite Technologies Limited or Kfin and you will be redirected to e-Voting website of Kfin for casting your vote during the e-voting period without any further authentication.
<p>Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.</p>	
<p>Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL</p>	
<p>Securities held with NSDL</p>	<p>Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43
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ii) Login method for e-Voting for Non-Individual's members holding securities in demat mode and Individual members holding securities in physical mode.

{A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number.-In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Sterlite Technologies Limited' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the Postal Ballot Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/Authority Letter etc., to the Scrutinizer at email id narasimhan.b8@gmail.com and venkatk60@yahoo.co.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s):

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes:

a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

b) Through hard copies which are self-attested, which can be shared on the address below; or

Name KFIN Technologies Limited

Address Selenium Building, Tower-B,

Plot No 31 & 32, Financial District,

Nanakramguda, Serilingampally,

Hyderabad, Rangareddy, Telangana India - 500 032.

c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

iii) Method for obtaining user id and password for Members who have forgotten the User ID and password

Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:

i. If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399

Example for NSDL: MYEPWD<SPACE> IN12345612345678

Example for CDSL: MYEPWD<SPACE> 1402345612345678

Example for Physical: MYEPWD<SPACE> XXXX1234567890

ii. If e-mail ID of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. Members may send an email request to evoting@kfintech.com. If the Member is already registered with the KFin e-voting platform, then such Member can use his / her existing User ID and password for casting the vote through e-voting.

iv. Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.

15. OTHER INSTRUCTIONS

- I. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFin Website) or may contact Mr. Ganesh Chandra Patro, Asst. Vice President, KFin, Selenium, Tower B, Plot 31 & 32, Gachibowli, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, India, at email: einward.ris@kfintech.com or 1-800-309-4001 (toll free).
- II. KPRISM- Mobile service application by KFin - Members are requested to note that KFin has launched a mobile application - KPRISM and website <https://kprism.kfintech.com> for online service to Members. Members can download the mobile application, register themselves (one time) for availing host of services, viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of address, change / update bank mandate. Through the mobile application, Members can download annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store and Google Play Store.

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee ("**NRC**") on August 11, 2023, approved the appointment of Mr. Venkatesh Murthy (DIN: 08567907) as an Additional Director in the category of Whole-Time Director, designated as Director-Operations of the Company effective August 11, 2023 to August 10, 2028 subject to the approval of the Members. Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Venkatesh Murthy has been received by the Company.

Background and Profile of Mr. Venkatesh Murthy:

Mr. Venkatesh Murthy has been associated with the Company since 2006 and currently Chief Operations Officer for Optical Networking Business of the Company. Mr. Murthy has over three decades of experience in handling manufacturing operations, business and projects. Mr. Murthy has played pivotal role in building Company's capabilities to cater to new geographies like North America, Europe & SEA region. He has also been instrumental for successful completion of various capex expansion and integration of manufacturing operations in Italy and USA. Mr. Murthy holds Bachelor of Engineering, Electronics and Communication degree from Nagpur University.

Remuneration

1. Salary and Personal Allowance:
Basic Salary and Personal Allowance payable to Mr. Venkatesh Murthy shall be subject to a maximum limit of Rs. 3,00,00,000/- (Rupees Three Crores only) per annum, as may be determined by the Board from time to time.
2. Perquisites:
In addition to salary and personal allowance as above, Mr. Venkatesh Murthy will be entitled to perquisites including House Rent Allowance (or Company owned/leased accommodation in lieu thereof as per Company's rules), medical reimbursement, bonus, credit card and medical/accident insurance as per the rules of the Company and such perquisites as may be recommended by the NRC and approved by Board of Directors from time to time.
3. Reimbursement of expenses incurred for travelling, boarding and lodging during business trip(s) shall be reimbursed and not considered as perquisites.
4. Mr. Venkatesh Murthy will be entitled to a performance based incentive as may be recommended by the NRC and approved by the Board of Directors every financial year.
5. Company's contribution to Provident Fund, Superannuation or annuity Fund, Gratuity and Encashment of Leave as per the rules of the Company shall be in addition to the remuneration mentioned above.
6. The Nomination and Remuneration Committee of the Board of Directors may, at its discretion pay to Mr. Venkatesh Murthy any remuneration within the limits here in above stipulated and revise or restructure the same from time to time, within these limits. The valuation of perquisites will be done at cost to the Company.

The total remuneration shall be restricted to the limits as prescribed in Section 197 read with Schedule V of the Companies Act, 2013.

For purposes of leave accumulation, gratuity, provident fund, superannuation and other benefits, the services of Mr. Venkatesh Murthy will be considered as continuous and re-appointment on account of retirement of rotation will not be considered as any break in service.

In the event of loss or inadequacy of profits, the aforesaid remuneration will be paid as minimum remuneration in accordance with provisions of Schedule V of the Companies Act, 2013 and subject to applicable laws and such sanctions and approvals as may be required.

Other Terms

- a. The Whole-time Director shall be entitled to compensation for loss of office as provided in Section 202 of the Companies Act, 2013.
- b. No sitting fees shall be paid to the Whole-time Director for attending meetings of the Board of Directors or any Committee of the Board.
- c. The contract of appointment of Mr. Venkatesh Murthy is terminable by either the Board of Directors or by Mr. Venkatesh Murthy giving to the other 90 days' notice in writing.
- d. In order to comply with the provision of Section 152 regarding number of Directors liable to retire by rotation, Mr. Venkatesh Murthy will be considered to be liable to retire by rotation.
- e. The Whole-time Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- f. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- g. The Whole-time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

Mr. Venkatesh Murthy satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

In accordance with the provisions of Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Mr. Murthy as Director of the Company. Pursuant to Sections 190, 196, 197, 198, 203 and other applicable provisions of Act, if any and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Act (including any statutory modification(s) or re-enactments thereof for the time being in force) and Articles of Association of the Company, the appointment of Mr. Murthy as a Whole-Time Director designated as Director-Operations requires approval of the Members by way of an Special Resolution. Further, as per the provisions of Regulation 17(1C) of Listing Regulations, the Company needs to ensure that the

approval of shareholders is obtained for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The terms as set out in the said Resolution and the Explanatory Statement may be treated as a memorandum of the terms of appointment pursuant to Section 190 of the Act. The Company has received from Mr. Murthy his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; intimation in Form DIR-8 to the effect that he is not disqualified in accordance with sub-section (1) & (2) of Section 164 of the Act, declaration pursuant to Part I of Schedule V and a declaration that he has not been debarred from holding office of a Director by virtue of any order passed by SEBI or any other such authority.

Disclosures as required under Regulation 36(3) of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India are annexed to this Notice.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the appointment of Mr. Murthy as a Whole-Time Director designated as Director-Operations will be beneficial to the functioning and growth of the Company and recommends the resolution for appearing at Item No. 1 of this notice to be passed as a Special Resolution.

Save and except for Mr. Murthy being an appointee, none of the Directors and Key Managerial Personnel (KMP) of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

By order of the Board of Directors
of **Sterlite Technologies Limited**

Amit Deshpande
General Counsel and Company Secretary
(ACS 17551)

Annexure to the Notice of Postal Ballot

DETAILS OF DIRECTORS SEEKING APPOINTMENT AND RE-APPOINTMENT

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings

Name of the Director	Mr. Venkatesh Murthy
Category of the Director	Whole-Time Director to be designated as Director-Operations
DIN	08567907
Date of Birth	June 19, 1972
Date of first appointment on the Board	July 27, 2023
Experience including expertise in specific functional area/Brief Resume	Mr. Venkatesh Murthy has been associated with the Company since 2006 and currently Chief Operations Officer for Optical Networking Business of the Company. Mr. Murthy has over three decades of experience in handling manufacturing operations, business and projects. Mr. Murthy has played pivotal role in building Company's capabilities to cater to new geographies like North America, Europe & SEA region. He has also been instrumental for successful completion of various capex expansion and integration of manufacturing operations in Italy and USA. Mr. Murthy holds Bachelor of Engineering, Electronics and Communication degree from Nagpur University.
Justification for choosing for appointment as Independent Director	Not Applicable
Remuneration last drawn	INR 1.62 Crores (including variable pay) per annum
Remuneration proposed to be paid	As detailed in this Notice along with explanatory statement in Item No. 1 of this Notice
Terms and Conditions of Appointment/Re-appointment	As detailed in this Notice along with explanatory statement in Item No. 1 of this Notice
Directorships in other Companies (Excluding Foreign Companies)	1. Sterlite Tech Cables Solutions Limited 2. STL Optical Tech Limited
Memberships /Chairpersonships of other companies **	Nil

Listed entities from which the Director has resigned in the past three years	Nil
No. of shares held in the Company <i>(including shareholding as a beneficial owner)</i>	52,474
Relationship with other Directors/KMPs	Nil
No. of Board Meetings attended during the year	Not Applicable
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Not Applicable
Disclosure of interest	Save and except for Mr. Venkatesh Murthy being an appointee, none of the Directors and Key Managerial Personnel (KMP) of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

***Chairpersonship and membership of audit committee and stakeholders' relationship committee are considered. Committee positions held in Sterlite Technologies Limited have been excluded.*