

COMPANY SECRETARIES

201-206, SHIV SMRITI CHAMBER, 2ND FLOOR, 49/A, DR. ANNIE BESANT ROAD, WORLI, MUMBAI - 400 018,
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AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application for “In-principle approval” prior to issue and allotment of 4,53,00,000 (Four Crores Fifty Three Lakhs) warrants on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

I, Ashwini Inamdar, Partner, Mehta & Mehta, Practicing Company Secretaries, having office at 103, Reya Society, Opposite Pu La Deshpande Udyan, Sinhagad Road, Pune 411030 have been appointed by Sterlite Technologies Limited vide engagement letter dated 5th February, 2026 to provide the certificate under Regulation 163(2) of the SEBI (ICDR) Regulations, 2018. We have verified the relevant records and documents of Sterlite Technologies Ltd with respect to the proposed preferential issue of 4,53,00,000 (Four Crores Fifty Three Lakhs) warrants at a price of Rs. 110 (Rupees Hundred and Ten only) (including the warrant subscription price and the warrant exercise price) per Warrant (“Warrant Issue Price”), aggregating up to Rs. 498,30,00,000 (Rupees Four Hundred and Ninety Eight Crores Thirty Lakhs only) on preferential basis by the Company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) The proposed allottee - Twin Star Overseas Limited has not sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, none of entities in the promoter and promoter group entities have sold any equity shares of the company during the 90 trading days preceding the relevant date.
- b) Twin Star Overseas Limited holds 20,94,02,750 equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.
- c) Obtained undertaking from the Company that the pre-preferential shareholding of the proposed allottee will be locked in accordance with Regulation 167 (6) of the SEBI (ICDR) Regulations, 2018 to the extent applicable and there will be no sale/ pledge of pre-preferential holding by the Allottee from the relevant date i.e 2nd February, 2026 till the date of lock-in. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:



Name of Proposed Allottee	DP ID *	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
			From	To		
Twin Star Overseas Limited	IN300167	20,94,02,750	2 nd February, 2026	As mentioned above.	Shareholding is not pledged	Shareholding is not pledged

(*) client id/ folio no in case allottee hold the securities in physical form

- d) Twin Star Overseas Limited belonging to promoter or the promoter group is not ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- f) The Articles of Association of the Company do not provide for a method of determination of price in case of preferential issue. However, the said preferential issue, will result in allotment of more than five per cent of the post issue fully diluted share capital of the Company, to an allottee along with allottees acting in concert. Thus, in accordance with regulation 166A (1) of SEBI ICDR Regulations, a valuation report dated 07.02.2026 has been obtained from an independent registered valuer namely Mr. Aditya Chokhra, holding Registered Valuer membership number IBBI/RV/06/2020/12719. Thus, the floor price for the preferential issue has been determined to be the higher of the following;
- Weighted average price of the related equity shares quoted on the recognised stock exchange during the 90 trading days preceding the relevant date;
 - Weighted average price of the related equity shares quoted on the recognised stock exchange during the 10 trading days preceding the relevant date;
 - Price determined under the valuation report dated 07 February 2026 by the independent registered valuer namely Mr. Aditya Chokhra, holding Registered Valuer membership number IBBI/RV/06/2020/12719. (the valuation report is annexed to this certificate).

For Mehta & Mehta, Company Secretaries

Ashwini Inamdar
 Ashwini Inamdar
 Membership No. F 9409
 CP No: 11226
 Date: 7th February, 2026
 UDIN: F009409G003894158

