



**STERLITE TECHNOLOGIES LIMITED**

CIN: L31300PN2000PLC202408

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

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**POSTAL BALLOT NOTICE**

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

To,  
The Members of Sterlite Technologies Limited,

**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 remote 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 20 and 22 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, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, 03/2025 dated September 22, 2025 and/ or any other circulars issued from time to time by the Ministry of Corporate Affairs, Government of India (the "**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 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting/ the communication of assent/ dissent of the Members on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice along with the explanatory statement and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant(s)/ Registrar and Share Transfer Agent (the "**RTA**") as on May 8, 2026. Voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on the cut-off date. The details of the procedure to cast the vote form part of the Notes to this Notice.

The Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include any committee thereof which the Board may duly have constituted or may hereinafter constitute to exercise its powers including the powers conferred by the Resolution), at its meeting held on January 23, 2026, 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 votes electronically. The votes can be cast not later than 5:00 p.m. (IST) on Tuesday, June 16, 2026.

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 and submit it on or before Thursday, June 18, 2026, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or any other person authorized by the Chairman shall declare the results not later than 2 (two) working days of the conclusion of the e-voting, i.e., June 18, 2026. The said results along with the report of the Scrutinizer will also be placed on the website of the Company at [www.stl.tech](http://www.stl.tech), the website of KFin Technologies Limited ("KFin"), Registrar & Transfer Agent ("RTA") of the Company at <https://evoting.KFin.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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The resolution will be deemed to be passed on Tuesday, June 16, 2026, subject to receipt of the requisite number of votes in favour of the resolution.

#### **SPECIAL BUSINESS:**

**1. Approval for raising of the funds through Qualified Institutional Placement (QIP)/ External Commercial Borrowings (ECBs) with rights of conversion into shares/ Foreign Currency Convertible Bonds (FCCBs)/ American Depository Receipts (ADRs)/ Global Depository Receipts (GDRs)/ Optionally or Compulsorily Convertible Redeemable Preference Shares (OCPs/ CCPs) etc. pursuant to Section 62 of Companies Act, 2013:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(a), 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**") the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") on which the equity shares having face value of ₹ 2/- each of the Company ("**Equity Shares**") are listed, the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, as amended (the "**FEMA**"), including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, Foreign Exchange Management (Debt Instruments) Rules, 2019, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, as amended, the extant Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, (the "**Debt Listing Regulations**"), the Reserve Bank of India Master Directions on Foreign Investment in India, 2018 and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs ("**MCA**"), the Registrar of Companies, Pune,

Maharashtra Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), Government of India (“GoI”), Stock Exchanges and/ or any competent statutory, regulatory, governmental or any other authorities (herein referred to as “Applicable Regulatory Authorities”), from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any or all of them while granting any such approvals, permissions, consents and/ or sanctions, which may be agreed to by the Board, consent, authority and approval of the Members of the Company, be and is hereby accorded to the Board and the Board be and is hereby authorized to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, or such part of issue and for such categories of persons, including employees, as may be permitted) such number of equity shares and equity linked instruments, including convertible preference shares, non-convertible debt instruments along with warrants, fully convertible debentures, partly convertible debentures, and/ or any other securities convertible into equity shares (including warrants or otherwise), Global Depository Receipts (“GDRs”), American Depository Receipts (“ADRs”), Foreign Currency Convertible Bonds (“FCCBs”), (all of which are hereinafter collectively referred to as “Securities”) or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in one or more foreign currencies in the course of international and/ or domestic offerings, in one or more foreign markets and/ or domestic markets, through public and/ or private offerings and/ or rights offering and/ or by way of Qualified Institutions Placement (“QIP”), or any combination thereof, through issue of prospectus and/ or preliminary placement document, placement document and/ or other permissible/ requisite offer documents to any eligible person as prescribed under SEBI ICDR Regulations, including Qualified Institutional Buyers (“QIBs”) as defined under the SEBI ICDR Regulations in accordance with Chapter VI of the SEBI Regulations, or otherwise, including venture capital funds, foreign venture capital investor registered with SEBI, alternate investment funds, foreign institutional investors, foreign portfolio investors (other than individuals, corporate bodies and family offices), investor other than individuals, corporate bodies and family offices, public financial institution, scheduled commercial bank, investors, Indian and/ or multilateral and bilateral development financial institutions, mutual funds, non-resident Indians, pension funds, institution, state industrial development corporation, insurance company registered with the Insurance Regulatory and Development Authority of India, provident fund with minimum corpus of ₹ 25 crores (Twenty Five Crores), pension fund with minimum corpus of ₹ 25 crore (Twenty Five Crores) registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, qualified foreign investors and/ or any other categories of investors, whether they be holders of Securities of the Company or not (collectively called the “Investors”), as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate consideration of up to ₹ 2,000 Crores (Rupees Two Thousand Crores only) (inclusive of such premium as may be fixed on such Securities) at such time or times, at such price or prices, at a discount or premium to market price or prices, as permitted under applicable laws and in such manner/ combination and on such terms and conditions including security, rate of interest etc. and any other matters incidental thereto as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of other categories of Investors at the time of such creation, offer, issue and allotment, as may be prescribed under applicable laws, including allotment to stabilising agent in terms of green shoe option, if any, exercised by the Company, in such manner and on such terms and conditions as may be deemed appropriate by the Board/ Committee in its absolute discretion including the discretion to determine the categories of Investors to whom to offer, issue and allot such Equity Shares, and without requiring any further approval or consent from the shareholders at the time of such issue and allotment, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with book running lead manager(s) and/ or underwriter(s) and/ or other advisor(s) appointed and/ or to be appointed by the Board, in foreign currency

and/ or equivalent Indian Rupees as may be determined by the Board, or in any convertible foreign currency, as the Board in its absolute discretion may deem fit and appropriate (the "Issue").

**RESOLVED FURTHER THAT** pursuant to the above-mentioned resolution:

- (a) the Equity Shares proposed to be offered, issued and allotted shall be fully paid up and dematerialized and shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Act and other applicable laws;
- (b) the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects including entitlement to dividend and voting rights, if any, from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- (c) the application for allotment of Equity Shares, and allotment of Equity Shares through the Issue shall be in accordance with the criteria provided under Chapter VI of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** if any issue of Securities is made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations:

- (a) Equity Shares shall be in dematerialized form and fully paid-up only.
- (b) the Eligible Securities to be issued shall be listed with the stock exchanges, where the existing securities of the Company are listed;
- (c) the allotment of the Securities, or any combination of Securities as may be decided by the Board, shall be completed within 365 days from the date of passing of the special resolution by the Members or such other time as may be allowed under the Act/ SEBI ICDR Regulations from time to time;
- (d) the Securities shall not be eligible to be sold by the allottee for a period of 1 year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the SEBI ICDR Regulations;
- (e) the relevant date for the purpose of pricing of the Securities shall be the date of the meeting in which the Board decides to open the QIP and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;
- (f) the minimum number of allottees shall not be less than two, where the issue size is less than or equal to ₹ 250 crores and five, where the issue size is greater than ₹ 250 crores;
- (g) in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with nonconvertible debentures to QIBs under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board (or relevant committee thereof) decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures or any other date in accordance with applicable law and such Securities shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;

- (h) the issuance and allotment of the Equity Shares by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (“**Floor Price**”), the Act and other applicable laws, and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the applicable laws, including SEBI ICDR Regulations. However, the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations.
- (i) No single allottee shall be allotted more than 50% (Fifty per cent) of the proposed issue size and a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs, and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;
- (j) Application for allotment of Securities through the QIP shall be in accordance with the criteria provided under Chapter VI of the SEBI ICDR Regulations. No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company. QIBs under the same group/control shall be considered a single allottee.
- (k) the SEBI registered credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized.
- (l) The Company shall not undertake any subsequent QIP until the expiry of 2 weeks (or such other period as prescribed under SEBI Regulations) from the date of the prior QIP made pursuant to one or more special resolutions.

**RESOLVED FURTHER THAT** if any issue of Securities is made by way of a rights issue to the existing shareholders of the Company as on a record date to be determined, including reservation of Equity Shares in favour of holders of outstanding convertible debt instruments, if any, as on a record date to be determined, in terms of Chapter III of the SEBI Regulations (“Rights Issue”), the same shall be on such other terms and conditions as may be mentioned in the draft letter of offer to be issued by the Company in respect of the Rights Issue, including:

- (a) rights to the existing shareholders to whom the offer is made to renounce, the Equity Shares being offered, in favour of any other person(s);
- (b) the persons to whom the Equity Shares are being issued shall be entitled to apply for additional Equity Shares in the Rights Issue;
- (c) the manner in which allotment of the additional Equity Shares, if any, shall be made in the proportion to be decided by the Board at its discretion;
- (d) the Securities to be so created, offered, issued, and allotted shall rank *pari passu* in all respects with the existing Securities of the Company except for payment of dividend which will be pro-rata from the date of allotment and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;
- (e) the Board may dispose of the unsubscribed portion in such manner as it may think most beneficial to the Company;

- (f) all monies received out of Rights Issue shall be transferred to a separate bank account maintained by the Company for the purpose of the Rights Issue;
- (g) the Company shall utilize the monies received pursuant to the Rights Issue upon a confirmation from the lead manager(s) to the bankers by way of copies of listing and trading approvals that all formalities in connection with the issue have been completed, in accordance with the provisions of the SEBI Regulations and other applicable laws;
- (h) details of all monies utilised out of the Rights Issue referred to in (g) hereinabove shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilized, or in any other manner as may be required under the applicable laws; and
- (i) details of all unutilized monies out of the Rights Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilized monies have been invested, or in any other manner as may be required under the applicable laws.

**RESOLVED FURTHER THAT** the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event the Company is making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, if and as required, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolution the Equity Shares that may be issued by the Company (including issuance of the Equity Shares pursuant to conversion of any Securities, as the case may be in accordance with the terms of the offering) shall rank pari passu with the existing Securities of the Company in all respects.

**RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Depository Receipts Scheme, 2014 (including any

amendment or replacement/ substitution thereof) and other applicable pricing provisions issued by the Ministry of Finance.

**RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993 (including any amendment or replacement/substitution thereof) and other applicable pricing provisions issued by the Ministry of Finance.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any creation, offer, issue or allotment of Equity Shares and/ or Securities or instruments representing the same, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Securities, on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolution the Equity Shares to be created, offered, issued, and allotted shall be subject to the provisions of the memorandum and articles of association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company shall rank pari-passu in all respects including with respect to entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board or a committee thereof, in consultation with the Lead Manager(s), advisors and/or other intermediaries as may be appointed in relation to the Issue, be and is hereby authorized to do such acts, deeds, matters and take all steps as may be necessary including without limitation, the determination of the terms and conditions of the QIP including among other things and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the Issue, the date of opening and closing of the QIP, the class of investors to whom the Equity Shares are to be issued, determination of the number of Equity Shares, tranches, issue price, finalization and approval of preliminary and final placement document(s), interest rate, listing, premium/ discount, permitted under applicable law (now or hereafter), allotment of Equity Shares, listing of securities at Stock Exchange(s) and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations, and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the preliminary placement document and the placement document, placement agreement, escrow agreement, monitoring agency agreement and any other documents as may be required, approve utilization of the issue proceeds and if issue size exceeds ₹ 100 crore, make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, approve and finalize the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/ or authorities as required from time to time, finalize utilization of the proceeds of the QIP, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the QIP or any other mode of issuance of Securities and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the shareholders or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised by the Board to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or a duly constituted committee of the Board to exercise its powers, in connection with any matter(s) referred

to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board or a duly constituted committee, be and is hereby authorized, to approve, finalize, execute, ratify, and/or amend/modify agreements and documents, including any power of attorney, lock up letters, and agreements in connection with the appointment of any intermediaries and/ or advisors (including for marketing, listing, trading and appointment of the book running lead managers/ legal counsel/ bankers/ advisors/ registrars/ monitoring agency and other intermediaries as required) and to pay any fees, commission, costs, charges, reimbursements and other expenses in connection therewith.

**RESOLVED FURTHER THAT** the Board or duly constituted committee or its duly authorized officials thereof, thereof, is authorized, to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

**RESOLVED FURTHER THAT** the Board of Directors or person(s) as may be authorized by the Board, be and is/are hereby severally authorized to do all such acts, deeds, matters and things as it may be considered necessary, desirable or expedient including to resolve and settle any questions and difficulties that may arise in connection with the proposed creation, offer, issue and allotment of the Securities.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to a committee of the Board or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the issue(s) and settle any questions or difficulties that may arise in regard to the issue(s).”

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

**Mrunal Asawadekar**  
Company Secretary & Compliance Officer  
(ACS 24346)  
4<sup>th</sup> Floor, Godrej Millennium,  
Koregaon Road 9, STS 12/1,  
Pune 411001

Date: April 29, 2026

Place: Mumbai

**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 and other applicable provisions, if any, 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, May 8, 2026 (“**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 Member 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, May 8, 2026.
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](http://www.stl.tech), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin at <https://evoting.KFin.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@KFin.com](mailto:einward.ris@KFin.com) or to the Company at [secretarial@stl.tech](mailto: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:

<b>Commencement of e-voting</b>	Monday, May 18, 2026, at 10:00 am IST
<b>End of e-voting</b>	Tuesday, June 16, 2026, at 5:00 pm IST

The e-voting shall not be allowed beyond the above-mentioned date and time.

10. 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](mailto:secretarial@stl.tech).
11. Members 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 authorizing its representatives to vote pursuant to Section 113 of the Act, through e-mail at [narasimhan.b8@gmail.com](mailto:narasimhan.b8@gmail.com) and [venkatk1960@gmail.com](mailto:venkatk1960@gmail.com) with a copy marked to [evoting@KFin.com](mailto:evoting@KFin.com).
12. **The procedure for e-voting is as under:**

**(i) Evoting Facility:**

- a. The Company is providing e-voting facility of KFin to its Members to exercise their right to vote on the proposed resolutions by electronic means.
- b. The remote e-voting period shall commence on Monday, May 18, 2026, at 10:00 A.M. (IST) and ends on Tuesday, June 16, 2026, at 5:00 P.M. (IST). The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by KFin upon expiry of the aforesaid period.

- c. The manner of e-voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Members who have not registered their e-mail address, is explained in the instructions given hereinbelow.

**(ii) Information and instructions relating to E-Voting:**





- a. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- b. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE:

As per the SEBI Master Circular, all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. The procedure to login and access e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

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

**(a) Login method for Individual shareholders holding securities in demat mode is given below:**

Type of Member	Login Method
Individual Members holding equity shares in demat mode with NSDL	<p>A. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <p>i. Visit the e-services website of NSDL <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile.</p> <p>ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.</p> <p>iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services.’ Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</p> <p>iv. Click on Company name or e-voting service provider i.e., KFin.</p> <p>v. Members will be re-directed to KFin’s website to cast their vote during the remote e-voting period.</p>
	<p>B. Users not registered under IDeAS e-Services:</p> <p>i. Visit <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> for registering.</p> <p>ii. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.</p> <p>iv. After successful registration, please follow steps given under Point No. A above to cast your vote.</p>
	<p>C. By visiting the e-voting website of NSDL:</p> <p>i. Visit the e-voting website of NSDL <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a>.</p> <p>ii. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will be opened.</p> <p>iii. Members will have to enter their User ID (i.e., the sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>iv. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>v. Click on company or e-voting service provider name i.e., KFin after which the Member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.</p>

	<p>vi. Members can also download the NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Members holding equity shares in demat mode with CDSL</p>	<p>A. Existing user who has opted for Electronic Access to Securities Information (“Easi / Easiest”) facility:</p> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System Myeasi.</li> <li>Login to MyEasi option under quick login.</li> <li>Login with the registered user ID and password.</li> <li>Members will be able to view the e-voting Menu.</li> <li>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.</li> </ol> <p>B. Users who have not opted for Easi/Easiest:</p> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> for registering.</li> <li>Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li> </ol> <p>C. By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> <li>Visit <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></li> <li>Provide demat Account Number and PAN</li> <li>System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</li> <li>After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company or select KFin.</li> <li>Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</li> </ol>
<p>Individual Members (Holding equity shares in demat mode) logging through their depository participants</p>	<ol style="list-style-type: none"> <li>Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</li> <li>Once logged-in, Members will be able to view e-voting option.</li> <li>Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</li> <li>Click on options available against Company’s name or KFin.</li> <li>Members will be redirected to e-voting website of KFin to cast their vote during the remote e-voting period without any further authentication.</li> </ol>

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.

Helpdesk for Individual Members holding equity shares in demat mode for any technical issues related to login through NSDL / CDSL:

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call on toll free number: 022-4886 7000 / 022-2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact on 1800 22 55 33.

**(b) Login method for remote e-voting for Members other than Individual’s holding shares in demat mode and Members holding equity shares 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.KFin.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. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum eight 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 the Member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential.
- v. Members would need to log in again with the new credentials.
- vi. On successful login, the system will prompt the Member 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 i.e. May 8, 2026 under “FOR/AGAINST” or alternatively, a Member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding of the shareholder as on the cut-off date i.e. May 8, 2026. A Member may also choose the option ABSTAIN. If a 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 account.

- ix. Voting must be done for each item of the notice separately. In case a member does not desire to cast their vote on any specific item, it will be treated as abstained.
- x. A Member may then cast their 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 a member has voted on the resolution (s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- 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](mailto:narasimhan.b8@gmail.com) and [venkatk60@yahoo.co.in](mailto:venkatk60@yahoo.co.in) with a copy marked to [evoting@KFin.com](mailto:evoting@KFin.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.KFin.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.KFin.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.KFin.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.KFin.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@KFin.com](mailto:evoting@KFin.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.

#### **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.KFin.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@KFin.com](mailto:einward.ris@KFin.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.KFin.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]

### **Item No. 1:**

In view of the outlook of the Company, its growth targets and prospects, the Company requires additional funding. While it is expected that the internal generation of funds would partially finance the need for capital and debt raising would be another source of funds, it is thought prudent for the Company to have enabling approvals to raise a part of the funding requirements for the said purposes through the issue of appropriate securities as mentioned below.

In order to enable the Company to raise funds through a public issue and/or private offering and/or rights offering and/or qualified institutions placement or any combination thereof, the approval of the Members is hereby sought for the proposal to create, offer, issue and allot equity shares of the Company of face value of ₹ 2/- each ("**Equity Shares**") and equity linked instruments, including convertible preference shares, non-convertible debt instruments along with warrants, fully convertible debentures, partly convertible debentures, and/or any other securities convertible into equity shares (including warrants or otherwise), global depository receipts ("**GDRs**"), American depository receipts ("**ADRs**"), foreign currency convertible bonds ("**FCCBs**") (all of which are hereinafter collectively referred to as "**Securities**") or any combination of Securities, in one or more tranches, to eligible investors, whether they be holders of Equity Shares or not, as may be decided by the Board in its discretion and permitted under applicable laws, for an aggregate consideration of up to ₹ 2,000 crores (Rupees Two Thousand crores only) or equivalent thereof, in one or more foreign currency(ies).

As the issue may result in the issue of Equity Shares of the Company to investor(s) who may or may not be members of the Company, consent of the members is being sought pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and any other law for the time being in force and being applicable.

In case of issuance of securities through a qualified institutions placement ("**QIP**"), in terms of Chapter VI of the SEBI ICDR Regulations, an issue of securities pursuant to a QIP shall be made at a price not less than the average of the weekly high and low of the closing prices of the equity shares of the same class quoted on the stock exchange during the two weeks preceding the "relevant date." The relevant date for the purpose of pricing of the securities shall be the date of the meeting at which the Board decides to open the QIP and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI Regulations. In case of a QIP, the special resolution has a validity period of 365 within which allotments under the authority of said resolution should be completed.

In case of issuance of ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Depository Receipts Scheme, 2014 and other applicable pricing provisions issued by the Ministry of Finance.

In case of issuance of FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance.

The issue/allotment/conversion would be subject to the receipt by the Company of regulatory approvals, if any. The conversion of Securities held by foreign investors, into Equity Shares would be subject to the applicable foreign investment cap.

**Objects of the Issue:**

The proceeds of the proposed issue of Equity Shares shall be utilized to support a range of objectives and several strategic areas, including but not limited to funding capital expenditure for expansion of projects and growth of the Company, payment of outstanding dues, repayment or prepayment (full/ partial) of borrowings of the Company or its subsidiary, funding for organic or inorganic growth opportunities (including research and development activities), acquisitions within core area of its operations or adjacent sectors and/ or for making investments in companies whether a subsidiary or other entities (either through debt or equity or any convertible securities) and/ or in the growth of existing businesses, brand building and strengthening of existing manufacturing and operational capabilities, including expenses and maintenance of plants and machineries or to invest in geographical expansion including entry into new territories and businesses in line with the strategy of the Company. The proceeds will also be utilized for augmenting long term cash resources and other general corporate purposes including working capital requirements of the Company or subsidiary or other entities, and such other purposes as may be permissible under the applicable law as may be decided by the Board.

The proceeds of the proposed issue of Equity Shares shall be utilized for any of the aforementioned purposes to the extent permitted by law.

The Resolution at Item No. 1 is an enabling resolution conferring authority on the Board to do all acts and deeds, which may be required to issue/ offer Securities of appropriate nature at appropriate time, including the size, structure, price and timing of the issue(s)/ offer(s) at the appropriate time(s). The detailed terms and conditions for the domestic/ international offering will be determined in consultation with the lead managers, merchant bankers, global business coordinators, guarantors, consultants, advisors, underwriters and/ or such other intermediaries as may be appointed for the issue/ offer. Wherever necessary and applicable, the pricing of the issue/ offer will be finalized in accordance with applicable guidelines in force. As and when the Board takes a decision on matters on which it has discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the SEBI Listing Regulations.

The Promoter of the Company and any person related to the Promoter will not subscribe to the issue, if made under Chapter VI of SEBI ICDR Regulations.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of his/her holding of Equity Shares and to the extent of his/her subscribing to Equity Shares if and when issued as also to the extent of subscription by a financial institution/ company/body corporate in which the KMPs, Director or his/her relative may be directly or indirectly interested.

The Directors accordingly recommend this special resolution in Item No. 1 of the accompanying Notice for the approval of the Members of the Company.

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

**Mrunal Asawadekar**  
Company Secretary & Compliance Officer  
(ACS 24346)  
4<sup>th</sup> Floor, Godrej Millennium,  
Koregaon Road 9, STS 12/1,  
Pune 411001

Date: April 29, 2026

Place: Mumbai