

NOTICE OF 4TH ANNUAL GENERAL MEETING

STERLITE POWER TRANSMISSION LIMITED

CIN - U74120PN2015PLC156643

Registered Office: 4th Floor, Godrej Millennium, 9 Koregaon Road, Pune, Maharashtra – 411001

Corporate office: F-1, The Mira Corporate Suites, 1 & 2, Ishwar Nagar, Mathura Road, New Delhi - 110065

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Notice is hereby given that the fourth Annual General Meeting (“AGM”) of the Members of Sterlite Power Transmission Limited will be held on Monday, September 30, 2019 at 02:30 p.m. IST at ‘The O Hotel, Plot No 293, N Main Road, Vaswani Nagar, Ragvilas Society, Koregaon Park, Pune, Maharashtra 411001, India to transact the following business:

ORDINARY BUSINESS:

- (a) To receive, consider and adopt the Standalone Financial Statements of the Company for the financial year ended March 31, 2019 and the report of Board of directors thereto and report of Auditors thereon.
- (b) To receive, consider and adopt the Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the report of the Auditors thereon.
- To appoint a Director in place of Mr. Pravin Agarwal (DIN No: 00022096), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

- To approve the remuneration of the Cost Auditors for financial year 2020

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re- enactment thereof, for the time being in force), approval of the shareholders of the Company be and is hereby accorded for the payment of remuneration of ₹ 2,75,000/- (Rupees Two Lakh Seventy-Five Thousand Only) plus taxes, as applicable and reimbursement of actual travel and out-of-pocket expenses, if any, to M/s. Kiran Chandrakant Naik (FRN 010927), Cost Auditors, for audit of the cost records of the Company for the Financial Year 2019-20.

RESOLVED FURTHER THAT the Board of directors be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

- To consider and approve the remuneration of Mr. Pratik Agarwal, Managing Director & CEO for a further period of two years w.e.f June 01, 2019

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, as may be required in this regard, consent of the shareholders of the Company be and is hereby accorded for the payment of remuneration within the maximum limit of Remuneration mentioned hereinbelow to Mr. Pratik Agarwal (DIN 03040062), Managing Director and Chief Executive Officer of the Company for the remaining period of 2 (Two) years of his tenure (i.e from June 01, 2019 to May 31, 2021) as may be decided by the Nomination and Remuneration Committee from time to time:

1. Salary and Personal Allowance:

Remuneration not exceeding ₹ 3,00,00,000/- (Rupees three crores only) per annum

2. Perquisites:

- In addition to salary and personal allowance as above, Mr. Pratik Agarwal 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 annual club membership fees, medical/accident insurance, servants and other benefits as per the rules of the Company, subject to maximum limit of ₹ 2,00,00,000/- (Rupees two crores only) per annum
- Reimbursement of expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trip(s), provision of car for use on the Company's Business, telephone expenses at residence and club membership shall be reimbursed and not considered as perquisites.

3. Performance Based Incentive:

Mr. Pratik Agarwal will be entitled to a Performance Based Incentive as may be approved by the Board of directors or the Nomination and Remuneration Committee of the Board of directors of the Company not exceeding 150% of Basic Salary and Personal Allowance in a financial year.

4. For purposes of leave accumulation, gratuity, provident fund, superannuation and other benefits, the services of Mr. Pratik Agarwal will be considered as continuous and the re-appointment on account of retirement of rotation will not be considered as any break in service.
5. In addition to above, he shall be entitled for payout with respect to Employee Stock Appreciation Rights (“ESAR”) allocated to him as per Employees Stock Appreciation Rights Plan of the Company based on the Fair Market Value prevailing as on the Date of Vesting of ESAR as may be decided by Nomination and Remuneration Committee of the Board of Directors of the Company.

RESOLVED FURTHER THAT other terms of appointment of Mr Pratik Agarwal as Managing Director and CEO shall remain unchanged.

RESOLVED FURTHER THAT the Board of directors be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as may be consider necessary, expedient or desirable in order to give effect to this resolution.”

5. To consider payment of commission to Non-Executive Independent Directors of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and any other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Non-Executive Independent Directors of the Company be paid, remuneration in addition to the sitting fee for attending the meetings of the Board of directors or Committees thereof, as the Board of directors or the Nomination and Remuneration Committee may, from time to time, determine, not exceeding in aggregate 1% (one percent) of the net profits, as computed in the manner laid down under the Companies Act, 2013 for each relevant financial year.

RESOLVED FURTHER THAT the Board of directors of the Company or the Nomination and Remuneration Committee 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.”

6. To consider appointment of Mr. Alampallam Ramakrishnan Narayanaswamy (DIN- 00818169) as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Alampallam Ramakrishnan Narayanaswamy (DIN - 00818169), appointed by the Board of directors as an Additional (Independent) Director of the Company with effect from July 22, 2019, and holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years upto July 21, 2024.

RESOLVED FURTHER THAT the Board of directors, Mr. Anuraag Srivastava, Chief Financial Officer and Mr. Ashok Ganesan, Company Secretary of the Company be and are hereby severally authorised to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, things, as may be necessary to give effect to this resolution.”

7. To consider appointment of Ms. Haixia Zhao as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Rules made there under, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Haixia Zhao, appointed by the Board of Directors as an Additional (Independent) Director of the Company with effect from the date of allotment of Director Identification Number to her by Ministry of Corporate Affairs and who

holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years from the date of allotment of Director Identification Number to her by Ministry of Corporate Affairs.

RESOLVED FURTHER THAT the Board of directors, Mr. Anuraag Srivastava, Chief Financial Officer and Mr. Ashok Ganesan, Company Secretary of the Company be and are hereby severally authorised to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, things, as may be necessary to give effect to this resolution.”

By order of the Board of Directors
For **Sterlite Power Transmission Limited**

Sd/-
Ashok Ganesan
Company Secretary
FCS - 5190

Date: 09.08.2019
Place: Mumbai

NOTES:

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. Proxies, in order to be effective, must be duly filled, stamped, signed and deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. A form of Proxy and Admission Slip is enclosed.

A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would

be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

5. Corporate Members intending to send its authorized representative to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on its behalf at the Meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the venue of the Meeting.
7. The Register of Contracts or Arrangements, in which Directors are interested, maintained under Section 189 of the Companies Act 2013, will be available for inspection by the members at the venue of the Meeting.
8. As required under Secretarial Standard 2 on General Meetings, details in respect of directors seeking re-appointment at the AGM, are separately annexed hereto.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. All correspondence relating to transfer and transmission of shares, sub-division of shares, issue of duplicate share certificates, change of address, dematerialization of shares, etc. will be attended to and processed at the office of Registrar & Share Transfer Agent viz. Mr. Rajeev Kumar contact no 040-67161524 at Karvy (Unit - Sterlite Power Transmission Limited), Karvy Fintech Private Limited, Karvy Selenium, Tower B, Plot 31- 32, Gachibowli, Financial District, Nanakramguda, Hyderabad -500 032.
11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, NECS, ECS mandates, power of attorney, change of address/name/email address(es), etc. to their Depository Participant only and not to the Company's Registrars and Share Transfer Agents. Changes intimated to the Depository Participant will automatically get reflected in the Company's records which will help the Company and its Registrar and Share Transfer Agents to provide efficient and better service to the Members. Members holding shares in physical form are requested to advice such changes to Karvy.
12. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONSIDER CONVERTING THEIR HOLDING TO DEMATERIALIZED FORM TO ELIMINATE ALL RISKS ASSOCIATED WITH PHYSICAL SHARES AND FOR EASE IN PORTFOLIO MANAGEMENT. MEMBERS CAN CONTACT KARVY, OR DIRECTLY APPROACH ANY DEPOSITORY PARTICIPANT FOR ASSISTANCE IN THIS REGARD.

13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy, for consolidation into a single folio.
14. The Members who are interested to avail nomination facility may obtain the necessary application from Karvy.
15. Non-Resident Indian Members are requested to inform Karvy, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
16. The queries, if any, on the Annual Report should be sent to the Company in the name of Company Secretary at its Corporate Office at 'F-1, The Mira Corporate Suites, 1 & 2 Ishwar Nagar, Main Mathura Road, New Delhi-110065, India' in such a way that the Company will receive the same at least 7 (seven) days before the AGM.
17. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement are open for inspection at the Registered /Corporate Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the voting results.
18. TO SUPPORT THE 'GREEN INITIATIVE', THE MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESSES ARE REQUESTED TO REGISTER THE SAME WITH THEIR DEPOSITORY PARTICIPANTS OR WITH KARVY TO ENABLE US TO SEND THEM THE COMMUNICATIONS MEANT FOR THE MEMBERS VIA EMAIL.
19. The business set out in the Notice will be transacted through remote e-voting and ballot paper at the venue of the meeting and the Company is providing facility for the same. The complete details of the instructions for remote e- voting and voting at the venue of the AGM are annexed to this notice.
20. Members attending the AGM are requested to bring their copies of Annual Report along with the duly filled attendance slip.
21. A route map to the venue of the AGM has been provided at the end of this Notice.

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

ITEM NO. 3.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules 2014, the Board of directors shall appoint an individual who is a Cost Accountant in practice on the recommendations of the Audit Committee, which shall also recommend remuneration for such Cost Auditor. The remuneration recommended by the Audit Committee shall be considered and approved by the Board of directors and ratified by the shareholders.

On recommendation of the Audit Committee at its meeting held on May 13, 2019, the Board of directors of the Company on May 14, 2019 had considered and approved appointment of M/s. Kiran Chandrakant Naik (FRN 010927), Cost Auditors, for conducting the Cost Audit for the Company at a remuneration of ₹ 2,75,000/- per annum plus taxes as applicable and reimbursement of actual travel and out of pocket expenses for the Financial Year 2019-20.

The resolution at Item No. 3 of the Notice is set out as an Ordinary Resolution for approval and ratification by the Members in terms of Section 148 of the Companies Act, 2013.

The Directors or Key Management Persons or their relatives do not have any concern or interest, financially or otherwise, in passing of the said resolution.

ITEM NO. 4.

Mr. Pratik Agarwal was appointed as Managing Director & Chief Executive Officer of the Company by the Board of directors of the Company in its Meeting held on April 26, 2016 for a period of 5 years w.e.f. June 1, 2016. The Members of the Company in their Extra Ordinary General Meeting held on August 19, 2016 fixed the remuneration of Mr. Pratik Agarwal for a period of 3 years w.e.f. June 1, 2016 (i.e. up to May 31, 2019).

It is proposed to fix the maximum limit of remuneration payable to Mr. Pratik Agarwal for the remaining period of his appointment (i.e. from June 1, 2019 to May 31, 2021) as set out in the resolution.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval of the shareholders.

Mr. Pratik Agarwal, Managing Director & Chief Financial Officer is interested in the proposed resolution to fix his remuneration for the remaining period. In addition, Mr. Pravin Agarwal, being father of Mr. Pratik Agarwal may be deemed to be interested in this resolution.

Save and except the above, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Special Resolution as set out in Item No. 4 of this Notice.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Companies Act, 2013 are as under:

1. General information:

a) Nature of Industry:

Manufacturing of power products, power transmission developer and solutions provider that is solving problems at the intersection of time, space and capital.

b) Date or expected date of commencement of Commercial Production:

Not applicable (Company is an Existing Company).

c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

d) Financial performance based on given indicators:

(₹ In million)		
Particulars	2018-19	2017-18
Gross Revenue	24,469.57	23,962.35
Profit / (Loss) Before Income Tax	(2,473.62)	(1,323.11)
Less: Provision for Taxation		
Current Tax	--	--
Deferred Tax	(324.36)	(260.58)
Net Profit/ (loss) after Tax	(2,149.26)	(1,062.52)
Profit/ (Loss) as computed under Section 198 of the Act.	(3,542.99)	(1,460.49)

e) Foreign investments or collaborations, if any:

Twin Star Overseas Limited, the Holding Company, holds 71.38% of paid-up equity capital of the Company.

2. Information about the appointee:

a) Background details:

Mr. Pratik Agarwal holds the position of Managing Director & Chief Executive Officer since June 2016 and he is also appointed as the Vice- Chairman of Sterlite Power Grid Ventures Limited. He is a Wharton graduate and an MBA from London Business School with over 10 years of experience in building core infrastructure assets in India. He founded the Group's infrastructure business in 2009 and built it to the levels, where it is now.

b) Past remuneration:

Period	Total Rs. in million (p.a.)
1st April, 2018 to 31st March, 2019	48.69
1st April, 2017 to 31st March, 2018	35.99

c) Job profile and his suitability:

His current term of appointment as a Managing Director & Chief Executive Officer of the Company will expire on May 31, 2021. Considering his rich knowledge on various

aspects relating to the Company's affairs, leadership qualities and long business experience, the Board of directors is of the opinion that for smooth and efficient running of the business, services of Mr. Pratik Agarwal should be available to the Company and the members may fix his remuneration for the remaining period of his appointment.

d) Remuneration proposed:

As mentioned in the resolution

e) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Considering the rich experience of Mr. Pratik Agarwal in building the core infrastructure assets in India, the Company had taken the advice of AON Consulting to study and advise on benchmarking the compensation for the position of Managing Director and Chief Executive Officer of the Company against similar roles in a select set of comparators companies that had multi geographical presence. Considering their industry and the specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.

f) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Pratik Agarwal is Managing Director & Chief Executive Officer of the Company. He holds 5,42,864 Equity Shares constituting 0.89% of the equity share capital of the Company and 1,18,000 units of Employee Stock Appreciation Right ("ESAR") as per the ESAR Plan of the Company and does not have any other pecuniary relationship.

3. Other information:

a) Reasons of loss or inadequate profits:

In the Financial Year ended March 31, 2019, the Company made Loss of ₹ (2,149.26) million. The Company is confident of leveraging all cost incurred / intangibles created in various strategic projects in coming years. With the solutions being offered across segments, Company is well poised to grow its business in all segments. Company is continuously working on optimizing its existing resources to lower the cost.

b) Steps taken or proposed to be taken for improvement:

- Continuous upgradation of existing facilities to improve overall operating efficiency.
- Widening of customer base and better market penetration, especially in overseas market
- Conscious effort to develop products/customers base in alternate market segments.
- Technology upgradation by way of investing in state-of-the-art machinery, technology to design solutions that minimize corridor footprints.

- Focus on significant improvements in operating costs.
- Cost control in all areas.
- Improvement in OEE & Export Sales.
- Improving the quality to make products competitive in Indian & Overseas markets.
- Co-create solutions with utilities (PAN India) to upgrade and uprate existing infrastructure using state-of-the-art technology.

c) Expected increase in productivity and profits in measurable terms:

Company is embarking upon growth phase in different business segments, as such undertaking many strategic projects for bringing overall improvement in productivity, increasing efficiency and widening customer base. All these initiatives will result into lowering operating cost in the coming years.

ITEM NO. 5

Taking into consideration the roles and responsibilities of the Independent Directors and their contribution towards the growth of the Company, it is proposed that remuneration by way of commission be paid to the Non-Executive Independent Directors of the Company, of a sum not exceeding 1% (one percent) of the net profits, calculated in accordance with the provisions of the Companies Act, 2013, for each relevant financial year.

The quantum of remuneration payable to each of the Non-Executive Independent Directors shall be fixed and decided by the Board of Directors considering their participation and contribution at the Board and Committee meetings as well as time spent / guidance provided on operational matters other than at meetings.

Accordingly, approval of the Members is sought for the enabling Special Resolution under the applicable provisions of the Companies Act, 2013, for payment of remuneration by way of commission to the Non- Executive Independent Directors as set out in the resolution at Item No. 5 of the Notice.

This remuneration shall be in addition to the sitting fees payable to the Non-Executive Independent Directors for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, and reimbursement of expenses for participation in the Board and other meetings.

Non-Executive Independent Directors may be deemed to be concerned or interested in this resolution to the extent of the remuneration that may be received by them.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in this item of the Notice.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval of the shareholders.

ITEM NO. 6.

The Board of Directors upon the recommendation of Nomination and Remuneration Committee had appointed Mr. Alampallam Ramakrishnan Narayanaswamy as an Additional (Independent) Director of the Company effective July 22, 2019 pursuant to Section 161 of the Act. He holds office upto the date of ensuing AGM of the Company.

The Company had received a notice in writing from a member proposing candidature of Mr. Narayanaswamy for the office of Independent Director, to be appointed as such under Section 149 of the Act. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in the Act and that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Accordingly, it is proposed to ratify the appointment of Mr. Narayanaswamy as Non-Executive Independent Director for a term of 5 (five) consecutive years with effect from July 22, 2019 upto July 21, 2024 pursuant to Section 149, and other applicable provisions of the Act and the Rules made thereunder. The ratification is subject to the approval of the shareholders at this AGM by way of a Ordinary Resolution. He will not be liable to retire by rotation. A brief profile of Mr. Narayanaswamy is as follows:

Mr. A. R. Narayanaswamy is a commerce graduate from Sydenham College, Mumbai and a Fellow Member of the Institute of Chartered Accountants of India (ICAI). He is inter alia an Independent Director at Sterlite Technologies Limited, Hindustan Zinc Limited and Sterlite Power Grid Ventures Limited. He brings extensive financial, strategic, and Boardroom experience. He is also a management consultant with over four decades of consulting experience across accounting, financial management and information technology.

Copy of the draft letter for his appointment setting out the terms and conditions, is available for inspection by members at the Registered / Corporate Office of the Company between 2.00 p.m. to 5.00 p.m. on all working days.

In the opinion of the Board, Mr. Narayanaswamy, fulfils the conditions as specified in the Act and the Rules made thereunder and is independent of the Management.

The Board commends the Ordinary Resolution for the appointment of Mr. Narayanaswamy as an Independent Director as set out at Item No. 6 of the Notice for the approval of the shareholders.

Except for Mr. Narayanaswamy, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

ITEM NO. 7.

The Board of Directors had resolved to appoint Ms. Haixia Zhao as an Additional (Independent) Director of the Company effective from the date of allotment of Director Identification Number to her by the Ministry of Corporate Affairs, pursuant to Section 161 of the Act 'post allotment of Directors Identification Number'. Ms. Haixia Zhao would hold office upto the date of ensuing AGM of the Company.

The Company had received a notice in writing from a member proposing her candidature for the office of Independent Director, to be appointed as such under Section 149 of the Act. The Company has received a declaration from Ms. Haixia Zhao to the effect that she meets the criteria of independence as provided in the Act and that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Accordingly, subject to allotment of Director Identification Number to Ms. Haixia Zhao it is proposed to ratify the appointment of Ms. Haixia Zhao as Non-Executive Independent Director for a term of 5 (five) consecutive years with effect from the date of allotment of Director Identification Number to her by the Ministry of Corporate Affairs, pursuant to Section 149, and other applicable provisions of the Act and the Rules made thereunder. She will not be liable to retire by rotation. A brief profile of Ms. Haixia Zhao is as follows:

Ms. Zhao is a MS from University of Maryland, USA. She comes with a vast experience in Global Energy, Infrastructure and Banking Sectors. She brings strong industry experience along with long term strategic approach, M&A and geographical expansion capabilities in hyper growth environment. She had established two major green field projects in Beijing, one gas fired and other coal fired in Joint Venture inter-alia with Chinese Government. Ms. Zhao has strong business development track record in Asia and understands regulatory challenges and demonstrated ability to leverage the same.

Copy of the draft letter for her appointment setting out the terms and conditions, is available for inspection by members at the Registered / Corporate Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days.

In the opinion of the Board, Ms. Haixia Zhao, fulfils the conditions specified in the Act and the Rules thereunder and is independent of the Management.

The Board commends the Ordinary Resolution for the appointment of Ms. Haixia Zhao as an Independent Director as set out at Item No. 7 of the Notice for the approval of the shareholders.

Except for Ms. Haixia Zhao, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

Additional information as required under Secretarial Standard 2 on General Meetings with respect to Director seeking re-appointment and seeking fixation of remuneration at the ensuing Annual General Meeting

Sr. No	Particulars	Mr. Pravin Agarwal (Particulars as on April 1, 2019)	Mr. Pratik Agarwal (Particulars as on April 1, 2019)
1	DIN	00022096	03040062
2	Date of Birth	October 16, 1954	December 02, 1982
3	Date of Joining on Board	May 05, 2015	June 01, 2016
4	Experience (including expertise in specific functional area)/Brief Resume	<p>Mr. Pravin Agarwal is the Non-Executive Chairman of Sterlite Power Transmission Limited and Sterlite Power Grid Ventures Limited. He is also Vice Chairman and Whole Time Director of Sterlite Technologies Limited (demerged undertaking for the telecom business).</p> <p>He has been closely involved with Sterlite Group's operations in India since inception and has been instrumental in the growth of the power and telecom businesses. His rich experience in general management and commercial matters spans about three decades.</p>	<p>Mr. Pratik Agarwal is a Wharton graduate and an MBA from London Business School with over 10 years of experience in building core infrastructure assets in India. He founded the Group's infrastructure business in 2009 and built it to the levels where it now, which has significant investments in power transmission and broadband networks.</p>
5	Terms and Conditions of Re-appointment / fixation of Remuneration	To be re-appointed as director liable to retire by rotation	As detailed in the resolution
6	Remuneration last Drawn	Nil	₹ 48.69 million for FY 2018-19
7	Remuneration proposed to be paid	Nil	As detailed in the resolution.
8	Directorships in other Companies (excluding foreign, private and Section 8 Companies)	<ol style="list-style-type: none"> 1. Sterlite Technologies Limited 2. Sterlite Power Grid Ventures Limited 3. Twin Star Technologies Ltd 4. Twin Star Display Technologies Limited 5. Sterlite Power Transmission Limited 	<ol style="list-style-type: none"> 1. Sterlite Technologies Limited 2. Sterlite Investment Managers Limited 3. Sterlite Power Grid Ventures Limited 4. Sterlite Interlinks Limited 5. Sterlite Power Transmission Limited
9	Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across all other Public companies	<ol style="list-style-type: none"> 1. Sterlite Technologies Limited <ul style="list-style-type: none"> • Member – Audit Committee • Member – Stakeholders Relationship Committee. 2. Sterlite Power Transmission Limited <ul style="list-style-type: none"> • Member – Audit Committee • Member – Stakeholders Relationship Committee. 	<ol style="list-style-type: none"> 1. Sterlite Power Grid Ventures Limited <ul style="list-style-type: none"> • Member – Audit Committee 2. Sterlite Investment Managers Limited <ul style="list-style-type: none"> • Member – Stakeholders Relationship Committee.
10	Shareholding in the Company	1.37%	0.89%
11	Relationship with other Directors/ KMPs	He is the father of Mr. Pratik Agarwal – Managing Director and CEO of the Company	He is son of Mr. Pravin Agarwal – Chairman of the Company.
12	No. of Board Meetings attended during the year	5	7

Additional information as required under Secretarial Standard 2 on General Meetings with respect to Director seeking appointment as Non-executive Independent Director at the ensuing Annual General Meeting

Sr. No	Particulars	Mr. Alampallam Ramakrishnan Narayanaswamy (Particulars as on April 1, 2019)	Ms. Haixia Zhao (Particulars as on April 1, 2019)
1	DIN	00818169	Yet to be allotted
2	Date of Birth	December 22, 1951	June 05, 1965
3	Date of Joining on Board	July 22, 2019	From the date of allotment of Director Identification Number
4	Experience (including expertise in specific functional area)/Brief Resume	Mr. A. R. Narayanaswamy is a commerce graduate from Sydenham College, Mumbai and a Fellow Member of the Institute of Chartered Accountants of India (ICAI). He is inter alia an Independent Director in Hindustan Zinc Limited, Sterlite Technologies Limited and Sterlite Power Grid Ventures Limited, and has extensive financial, strategic, and boardroom experience. He is also a management consultant with over four decades of consulting experience across accounting, financial management and information technology.	Ms. Zhao is a MS from University of Maryland, USA. She has experience in global energy, infrastructure and banking sectors. She has strong business development track record in Asia, understands regulatory challenges and has strong industry experience along with long term strategic approach, M&A and geographical expansion capabilities in hyper growth environment.
5	Justification for choosing for appointment as Independent Director	Based on the skills, experience and knowledge.	Based on the skills, experience and knowledge.
6	Terms and Conditions of Re-appointment / fixation of Remuneration	As mentioned in respective resolutions and explanatory statements	As mentioned in respective resolutions and explanatory statements
7	Remuneration last Drawn	NA	NA
8	Remuneration proposed to be paid	Sitting Fees for attending the Committee & Board meetings and commission as per the applicable provisions of Companies Act, 2013.	Sitting Fees for attending the Committee & Board meetings and commission as per the applicable provisions of Companies Act, 2013.
9	Directorships in other Companies (excluding foreign, private and Section 8 Companies)	1. Hindustan Zinc Limited 2. Sterlite Technologies Limited 3. Sterlite Grid 1 Limited 4. Bharat Aluminium Co. Ltd. 5. Sterlite Power Grid Ventures Limited 6. Sterlite Grid 2 Limited	SMU Business School Advisory Board
10	Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across all other Public companies	1. Audit Committee: a. Sterlite Power Grid Ventures Limited - Chairman Audit Committee b. Sterlite Grid 2 Limited - Member Audit Committee c. Sterlite Technologies Limited - Chairman Audit Committee d. Bharat Aluminium Co. Ltd. - Member Audit Committee e. Hindustan Zinc Limited - Chairman Audit Committee f. Sterlite Grid 1 Limited - Member Audit Committee 2. Stakeholders' Relationship Committee a. Hindustan Zinc Limited – Chairman Stakeholders Relationship Committee.	
11	Shareholding in the Company	Nil	Nil
12	Relationship with other Directors/ KMPs	NA	NA
13	No. of Board Meetings attended during the year	NA	NA

By order of the Board of Directors
For **Sterlite Power Transmission Limited**

Sd/-
Ashok Ganesan
Company Secretary
FCS - 5190

Date: 09.08.2019
Place: Mumbai

GENERAL INSTRUCTIONS FOR E-VOTING

- i. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted vide Companies (Management & Administration) Amendment Rules, 2015, the Company is pleased to offer the option of exercising votes electronically through electronic voting system ("**e-voting**") to all the members of the Company. The Business mentioned in this Notice may be transacted through e-voting. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting'). For this purpose, the Company has engaged the services of Karvy Fintech Private Limited ("**Karvy**") as the Authorised Agency (Service provider) to provide e-voting facilities. The manner of carrying out e-voting are provided herein below.
- ii. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have already cast their votes by remote e-voting shall be able to exercise their right at the AGM.
- iii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- iv. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being September 23, 2019. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 23, 2019 only shall be entitled to avail the facility of remote e-voting /voting at the meeting through Ballot Papers.
- v. A person who is not a member as on the cut- off date should treat this notice for information purpose only.
- vi. The Board of Directors has appointed Mr. Kuldeep Ruchandani, Partner – KPRC & Associates, Practising Company Secretary (Membership No. FCS 7971 and Certificate of Practice No. 8563), as a Scrutinizer to scrutinize the process of remote e-voting and voting at the venue of the meeting in a fair and transparent manner.
- vii. The Scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizers Report of the total votes cast in favour of or against, if any, not later than two working (2) days after the conclusion of the AGM to the Chairman of the Company or to any other person as may be authorised by him. The Chairman or any other person authorised by him, shall declare the result of the voting forthwith.
- viii. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favor of the resolution.

Please read the instructions given below before exercising the vote. The Notice of the Annual General Meeting and this Communication are also available on the website of the Company at www.sterlitepower.com and that of the Service provider "Karvy" at www.evoting.karvy.com.

The instructions for the Shareholders for remote e-voting are as under:

1. The remote e-Voting will be kept open from 09:00 am on September 27, 2019 to 05:00 pm September 29, 2019.
2. Launch internet browser by typing the URL: <https://evoting.karvy.com>
3. Enter the login credentials (i.e. User ID and password mentioned above). Your Folio No. / DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

User – ID	For Members holding shares in Demat Form:
	a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
	b) For CDSL: 16 digits beneficiary ID
	For Members holding shares in Physical Form:
	Event no. followed by Folio Number registered with the company

Password: Your Unique password is printed in this communication/ or sent via email along with the Notice sent in electronic form.

Captcha please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

4. Please contact toll free No. 1-800-34-54-001 for any further clarifications.
5. After entering these details appropriately, click on "LOGIN".
6. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (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.

7. You need to login again with the new credentials.
8. On successful login, the system will prompt you to select the E-Voting Event Number for Sterlite Power Transmission Limited.
9. 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 of shares held, "FOR" and partially "AGAINST" but the total number of shares mentioned both "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
10. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
11. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
12. You may then cast your vote by selecting an appropriate option and click on "Submit".
13. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, 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(s).
14. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: kuldeep.ruchandani@kprc.co.in. They may also upload the same in the e-voting module in their login. The scanned image of the abovementioned documents should be in the naming format "Corporate Name_EVENT NO."
15. In case a person has become a member of the Company after dispatch of the AGM Notice but on or before the cut-off date i.e. September 23, 2019 may write to Karvy on the email id einward.ris@karvy.com or to Mr. Rajeev Kumar contact no 040-67161524 at Karvy (Unit Sterlite Power Transmission Limited), Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032, requesting for the user id and password. After receipt of the same, please follow all the steps as from 1 to 7 as mentioned above to cast the vote.
16. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their votes electronically shall not be allowed to vote again at the Meeting.
17. In case of Members receiving physical copy of the AGM Notice by Courier [for Members whose email IDs are not registered with the Company Depository Participant(s)]:
 - i. User ID and initial password as provided in cover slip.
 - ii. Please follow all steps from Sr. No. (1) to (7) as mentioned above, to cast your vote.
18. The remote e-voting period commences at 09:00 am on September 27, 2019 to 05:00 pm September 29, 2019. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being September 23, 2019, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter.
19. The Members who are entitled to vote but have not exercised their right to vote through remote e-voting may vote at the AGM through Ballot Papers.
20. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> or contact Mr. Rajeev Kumar, Contact No. 040-67161524 at Karvy (Unit Sterlite Power Transmission Limited), Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad -500 032.
21. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company at (www.sterlitepower.com) and on Karvy's website at (<https://evoting.karvy.com>).

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

STERLITE POWER TRANSMISSION LIMITED

CIN: U74120PN2015PLC156643

Registered Office: 4th Floor, Godrej Millennium, 9 Koregaon Road, Pune, Maharashtra - 411001.

Corporate Office: F-1, The Mira Corporate Suites, 1&2, Mathura Road, Ishwar Nagar, New Delhi - 110065.

Phone: +91 11 49962200 Fax +91 11 49962288

Email: secretarial.grid@sterlite.com; website: www.sterlitepower.com

Name of the Member(s):

Registered Address:

E-mail id:

Folio No./DPID No..... Client ID No.

*I/We, being the member(s) of shares of the above named Company hereby appoint

1. Name:
Address:
Email ID:
Signature: or failing him/her
2. Name:
Address:
Email ID:
Signature: or failing him/her
3. Name:
Address:
Email ID:
Signature: or failing him/her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on Monday, September 30, 2019 at 02.30 p.m. IST at '**The O Hotel**', Plot No 293, N Main Road, Vaswani Nagar, Ragvilas Society, Koregaon Park, Pune, Maharashtra 411001, India and/ or at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Resolution Number	Resolutions*	For	Against
1	a) To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended 31 March, 2019 and the reports of the Board of Directors and Auditors thereon. b) To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended 31 March, 2019 and the Report of the Auditors thereon.		
2	To appoint a director in place of Mr. Pravin Agarwal (DIN No: 00022096), who retires by rotation and being eligible, offers himself for re-appointment		
3	To approve the remuneration of the Cost Auditors		
4	To consider and approve the Remuneration of Mr. Pratik Agarwal – Managing Director and CEO of the Company		
5	To consider payment of commission to Non-Executive Independent Directors of the Company		
6	To consider appointment of Mr. Alampallam Ramakrishnan Narayanaswamy as an Independent Director		
7	To consider appointment of Ms. Haixia Zhao as an Independent Director		

Signed this day of, 2019

Name of the Shareholder / proxy

Signature of the Shareholder / proxy

Note:

1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. *This is only optional. Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
6. In the case of joint-holders, the signature of any one holder will be sufficient, but names of all the joint- holders should be stated.

Map of the venue.

'The O Hotel', Plot No 293, N Main Road, Vaswani Nagar, Ragvilas Society, Koregaon Park, Pune, Maharashtra - 411001.

