

NOTICE OF 6TH 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
Phone: +91 11 -49962200 Fax: +91 11 -49962288
Email: secretarial.grid@sterlite.com; website – www.sterlitepower.com

Notice is hereby given that the Sixth Annual General Meeting (“AGM”) of the Shareholders of Sterlite Power Transmission Limited will be held on Wednesday, September 29, 2021 at 16:00 hours (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

- (a) To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2021 and the report of Board of Directors thereto and report of Auditors thereon.
- (b) To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 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.
- Confirmation of interim dividend paid on equity shares as final dividend.

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

“RESOLVED THAT pursuant to the provisions of Companies Act, 2013 read with rules made thereunder, as amended from time to time, the interim dividend @ 265% per equity share i.e. being ₹ 5.30 per share paid to the equity shareholders of the Company for the financial year ended March 31, 2021, aggregating up to approximately ₹ 324.26 Million out of the profits of the Company for the financial year 2020-2021, as per the resolution passed by the Board of Directors in its meeting held on May 10, 2021, be and is hereby noted and confirmed.

RESOLVED FURTHER THAT the interim dividend paid for the financial year 2020-2021 be and is hereby confirmed as the final dividend for the financial year ended March 31, 2021.”

- To consider and approve re-appointment of Statutory Auditors for a period of 4 years

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 section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to recommendation of the Board of Directors, M/s. S R B C & Co LLP, Chartered Accountants (Firm Registration -324982E/E300003), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, be and are hereby appointed as Statutory Auditors of the Company for a period of 4 years to hold office from the conclusion of 6th Annual General Meeting (AGM) till the conclusion of the 10th AGM of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

- To consider and approve the remuneration of the Cost Auditors for financial year 2022.

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 ₹ 3,25,000 (Indian Rupees Three Lakhs Twenty Five Thousand Only) plus taxes, as applicable to M/s. Kiran Chandrakant Naik (FRN 010927), Cost Auditors, for audit of the cost records of the Company for the Financial Year 2021-22.

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 for conversion of loan into equity share capital 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 Section 62(3) of the Companies Act, 2013 (the “Act”) including any statutory amendments thereto or modifications

or re-enactments thereof for the time being in force and enabling provisions of the Memorandum and the Articles of Association of the Company, and subject to all such approval(s), consent(s), permission(s) and sanction(s), if any, of appropriate authorities, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include committee(s) of the Board, constituted or to be constituted, to exercise certain powers of the Board, including the powers accorded by this Resolution), to the extent permitted by law to convert all or part of the outstanding loans / financial assistance (including outstanding interest) granted to the Company as per section 180(1) (c) from time to time, whether disbursed on, after or prior to the date of this resolution and whether then due or payable or not, as already stipulated or as may be stipulated by any Lenders under the financing documents executed or to be executed in respect of the loans / financial assistance which has already been availed or which may be availed, whether existing or future, whether such loans / financial assistance are designated in foreign currency or in Indian Rupees, into fully paid-up equity shares of the Company ("Equity Shares"), subject to the provisions of applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to this resolution inter-alia to execute all such deeds, documents, writings, agreements, memorandum etc. as may be necessary, including, but not limited to, accepting such terms and conditions as may be imposed or required by the appropriate authorities and/or by the Lenders which may arise from or are incidental to the aforesaid terms providing for such option to convert; to issue, offer and allot requisite number of fully paid up Equity Shares of the Company upon conversion of the outstanding portion of the loans / financial assistance, as may be desired by the Lenders; resolve or settle any question, difficulty, dispute or doubt; further delegate the powers / authorities expressly or impliedly granted under this Resolution to any of its committees, employees / officers of the Company, authorized representative(s); hiring any consultants, agents, advisors etc. and generally to do or undertake such activities and execute such documents as the Board may in its absolute discretion deem fit, proper or appropriate without the necessity of seeking any further consent or approval from shareholders."

7. To consider and approve payment of remuneration by way of commission to 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 149, 197, 198, other applicable provisions, if any, 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), approval of Shareholders of the Company be and is hereby accorded to pay remuneration by way of commission to the Independent Directors of the Company, of such sum as the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee) may, from time to time, determine (to be divided amongst the Independent Directors in such proportion as may be determined by the Board, from time to time) provided that such commission in aggregate shall not exceed, one per cent of the net profits of the Company for each Financial Year as computed in the manner laid down in section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT if the company has no profits or its profits are inadequate, an Independent Director may receive remuneration by way of commission, exclusive of any fees payable under sub-section (5) of section 197, in accordance with the provisions of Schedule V, as may be determined by the Board of Directors, from time to time.

RESOLVED FURTHER THAT approval of the Company be and is hereby accorded to the Board (including any Committee thereof) to do all such acts, deeds, matters and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

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

sd/-
Ashok Ganesan
Company Secretary
FCS - 5190
Date: August 30, 2021
Place: New Delhi

NOTES:

1. In view of the continuing Covid-19 pandemic, social distancing norms to be followed and pursuant to General Circular numbers 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021, respectively, issued by the Ministry of Corporate Affairs 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, respectively issued by the Securities and Exchange Board of India (hereinafter collectively referred to as "Applicable Circulars"), the AGM of the Company is being conducted through VC/OAVM and does not require physical presence of members at a common venue.
2. In terms of the Circulars, since physical attendance of Members has been dispensed with, the facility for appointment of proxies by the Members is not available for this AGM. However, Corporate Members are entitled to appoint authorized representatives under section 113 of the Companies Act 2013, to attend and participate at the AGM through VC/OAVM and cast their votes either by way of remote e-voting and voting electronically at the meeting.
3. The Company has availed the services of KFin Technologies Private Limited, (KFinTech) Registrar and Transfer Agent of the Company, as the authorized agency for conducting of the AGM through VC/OAVM and providing e-voting facility. Detailed instructions for e-voting and procedure for joining the AGM through VC / OAVM are annexed to this Notice.
4. Shareholders attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. In compliance with the aforesaid circulars, the Notice of the AGM and Annual Report are being sent only through electronic mode to the Members whose e-mail addresses are registered with the Company or the Depository Participant(s). The Notice and Annual Report 2020-21 will also be available on the Company's website www.sterlitepower.com and on the website of KFIN at <https://evoting.karvy.com>
6. Shareholders who have not registered their e-mail address or registered an incorrect email address and as a consequence, Notice of the AGM and Annual Report could not be serviced, may also temporarily get their email address and mobile number registered at the link provided by KFIN, by clicking the link: https://ris.kfintech.com/email_registration/ and then send the same. Alternatively, shareholders may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via e-mail at the e-mail id einward.ris@kfintech.com for obtaining the Notice of the AGM and Annual Report by email.
7. 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 Registrar and Share Transfer Agent. 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 Agent to provide efficient and better service to the Members. Members holding shares in physical form are requested to advise such changes, if any, to KFinTech.
8. The members who are interested in availing nomination facility may obtain the necessary application from KFinTech.
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 KFIN (Unit – Sterlite Power Transmission Limited), KFin Technologies Private Limited, Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad -500 032.
11. MCA AND SEBI HAVE MANDATED THAT SECURITIES OF LISTED COMPANIES CAN BE TRANSFERRED ONLY IN DEMATERIALIZED FORM W.E.F. APRIL 1, 2019, EXCEPT IN CASE OF REQUEST RECEIVED FOR TRANSMISSION, DELETION OF NAMES OF THE DECEASED OR TRANSPOSITION OF NAMES AND RELODGED TRANSFERS OF SECURITIES. FURTHER, SEBI VIDE ITS CIRCULAR NO. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 DATED DECEMBER 2, 2020 HAD FIXED MARCH 31, 2021 AS THE CUT-OFF DATE FOR RE-LODGE MENT OF TRANSFER DEEDS AND THE SHARES THAT ARE RE-LODGED FOR TRANSFER SHALL BE ISSUED ONLY IN DEMAT MODE. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE THEREFORE ENCOURAGED TO AVAIL OF THE FACILITY OF DEMATERIALIZATION BY CONTACTING A DEPOSITORY PARTICIPANT OF THEIR CHOICE.
12. TRANSFER OF SHARES LYING IN UNCLAIMED SUSPENSE ACCOUNT

IN TERMS OF PROVISIONS OF THE ACT, THE SHARES LYING IN THE UNCLAIMED SUSPENSE ACCOUNT FOR A PERIOD OF SEVEN CONSECUTIVE YEARS ARE TO BE TRANSFERRED BY THE COMPANY TO THE INVESTOR EDUCATION AND PROTECTION FUND ESTABLISHED BY CENTRAL GOVERNMENT. ACCORDINGLY, SHAREHOLDERS ARE ENCOURAGED TO CLAIM THEIR SHARES ON OR BEFORE MARCH 31, 2023, IF NOT YET CLAIMED. POST MARCH 31, 2023, SHARES LYING IN UNCLAIMED SUSPENSE ACCOUNT FOR CONSECUTIVE 7 YEARS ENDING

ON MARCH 31, 2023, SHALL BE TRANSFERRED TO INVESTOR EDUCATION AND PROTECTION FUND AND THEREAFTER SHAREHOLDERS WILL HAVE TO CLAIM THEIR SHARES FROM INVESTOR EDUCATION AND PROTECTION FUND, ESTABLISHED BY THE CENTRAL GOVERNMENT. DETAILS OF SHARES LYING IN UNCLAIMED SUSPENSE ACCOUNT ARE GIVEN HEREUNDER:

Particulars	Total No. of Shareholders	Shares lying in Unclaimed Suspense Account
As on April 1, 2020	5,350	4,24,877
Shareholders approached for transfer/delivery during FY20	0	0
Shares transferred/delivered during FY20	0	0
Balance as on March 31, 2021	5,350	4,24,877

13. M/S. S R B C & CO LLP, CHARTERED ACCOUNTANTS WERE APPOINTED AS THE FIRST AUDITORS OF THE COMPANY ON MAY 18, 2015 TO HOLD OFFICE UPTO THE DATE OF FIRST ANNUAL GENERAL MEETING OF THE COMPANY. THEREAFTER, M/S. S R B C & CO LLP WERE APPOINTED AS THE STATUTORY AUDITORS OF THE COMPANY FOR A TERM OF 5 YEARS FROM THE CONCLUSION OF THE FIRST ANNUAL GENERAL MEETING UPTO THE CONCLUSION OF THE SIXTH ANNUAL GENERAL MEETING. ACCORDINGLY, THE TERM OF STATUTORY AUDITORS IS COMPLETING ON THE CONCLUSION OF ENSUING ANNUAL GENERAL MEETING AND THEY BEING ELIGIBLE, HAVE CONFIRMED THAT THEIR APPOINTMENT, IF MADE WOULD BE WITHIN THE LIMITS AS PRESCRIBED UNDER THE ACT. FURTHER, IN ACCORDANCE WITH

SECTION 139 OF COMPANIES ACT, 2013 READ WITH RULES MADE THEREUNDER, AS AMENDED, SINCE THE STATUTORY AUDITORS HAVE ALREADY COMPLETED THE TENURE OF 6 YEARS (I.E. 1 YEAR PLUS 5 YEARS), THEIR APPOINTMENT IS BEING RECOMMENDED FOR A PERIOD OF 4 YEARS.

14. AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE ACT RELATING TO THE SPECIAL BUSINESSES TO BE TRANSACTED AT THE MEETING IS ANNEXED HERETO.
15. As required under Secretarial Standard 2 on General Meetings, details in respect of Directors seeking re-appointment at the AGM, are separately annexed hereto.
16. All documents referred to in the above Notice and Explanatory Statement will be available electronically for inspection for shareholders on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the voting results. Shareholders seeking to inspect such documents can send an e-mail to secretarial.grid@sterlite.com.
17. SINCE THE AGM IS BEING HELD THROUGH VC/OAVM, THE ROUTE MAP, ATTENDANCE SLIP AND PROXY FORM ARE NOT ATTACHED TO THIS NOTICE.
18. Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013 as required to be kept open for inspection during the meeting, shall be available for inspection by the shareholders electronically during the AGM. Shareholders willing to inspect the said documents can send an e-mail to secretarial.grid@sterlite.com.

EXPLANATORY STATEMENT

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

ITEM NO. 5.

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 August 25, 2021, the Board of directors of the Company on August 30, 2021 had considered and approved appointment of M/s. Kiran Chandrakant Naik (FRN 010927), Cost Accountants, for conducting the Cost Audit for the Company at a remuneration of ₹ 3,25,000/- (Indian Rupees Three Lakhs Twenty Five Thousand) per annum plus taxes as applicable for the Financial Year 2021-22.

The resolution at Item No. 5 of the Notice is set out as an Ordinary Resolution for approval and ratification by the

shareholders 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. 6

Pursuant to the provisions of Section 62(3) of the Companies Act, 2013, approval of the shareholders by way of Special Resolutions would be required to convert the outstanding loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assistance") ,already availed from the Lenders or as may be availed from the Lenders, from time to time, in foreign currency on in Indian Rupee, already availed from the Lenders or as may be availed from the Lenders, from time to time, in case of default at their option, into equity shares of the company upon such terms and conditions as may be deemed appropriate by the Board and at a price determined in accordance with other applicable law at the time of such conversion. Therefore, enabling approval of members is sought to convert the

outstanding loans to the extent required from time to time of upto ₹ 3,000 Crores into equity shares under section 62(3) of Companies Act, 2013.

The Board commends the Item No. 6 of the Notice for approval of the shareholders as a **special resolution**.

All documents referred to in the Notice of this Annual General Meeting and this Explanatory Statement will be available electronically for inspection for shareholders on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the voting results. Shareholders seeking to inspect such documents can send an e-mail to secretarial.grid@sterlite.com.

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 Non-Executive Directors bring relevant knowledge and expertise and provide required diversity in Board's decision-making process. The role played by the Directors in Company's governance and performance is very important for sustainable growth of the Company. 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 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.

Pursuant to the provisions of section 197 of the Companies Act, 2013 which has been amended by the Companies (Amendment) Act, 2020 vide notification of the Ministry of Corporate Affairs dated March 18, 2021, non-executive directors including independent directors has been brought under the ambit of provision of Section 197(3) including any managing director, whole time director or manager. Pursuant to such amendment, if the company has no profits or its profits are inadequate, an Independent Director may receive remuneration, exclusive of any fees payable under sub-section (5) of section 197, in accordance with the provisions of Schedule V.

Therefore, an enabling approval approval of members is being sought to pay remuneration, if required, to the Independent Directors by way of commission of such sum as the Board of Directors (including any Committee thereof) may, from time to time, determine (to be divided amongst the Independent Directors in such proportion as may be determined by the Board, from time to time) provided that such commission in aggregate shall not exceed, one per cent of the net profits of the Company for each Financial Year as computed in the manner laid down in section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof. Further, approval of members is also sought to pay remuneration, if required, to Independent Directors, by way of commission, if the company has no profits or its profits are inadequate, exclusive of any fees payable under sub-section (5) of section 197, in accordance

with the provisions of Schedule V, as may be determined by the Board of Directors, from time to time.

The resolution proposed as per Item No. 7 of this Notice of AGM, is proposed as an enabling authorization to the Board of Directors to decide, at its discretion the remuneration payable, if any, to Independent Directors, which shall be exclusive of any fees payable under sub-section (5) of Section 197, of the Act and in accordance with the provisions of Schedule V, as amended from time to time.

The quantum of remuneration payable to each of the 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 in addition to attending the meetings of the board and/or committees thereof.

This remuneration shall be in addition to the sitting fees payable to the 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 in addition to the reimbursement of expenses for participation in the Board and other meetings.

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:

- 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.
- Date or expected date of commencement of Commercial Production: Not applicable (Company is an Existing Company).
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- Financial performance based on given indicators:

Particulars	Amount (In ₹ Million)	
	2020-21	2019-20
Gross Revenue	29,338.52	26,754.23
Profit / (Loss) Before Income Tax	2,583.53	(5,383.93)
Less: Provision for Taxation		
Current Tax	134.80	-
Income tax for earlier years	(1,342.49)	(1.83)
Deferred Tax	162.70	(204.98)
Net Profit/ (loss) after Tax	3,629.24	(5,177.12)
Profit/ (Loss) as computed under Section 198 of the Act	318.41	(5,413.24)

- 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. Other information:

a. Reasons of loss or inadequate profits:

Key financial highlights

Particulars	Standalone (₹ million)	Consolidated (₹ million)
Revenue from operations	29,338.52	20,923.91
Total Income	32,315.83	38,169.59
EBITDA	5,895.25	17,932.15
Profit after tax	3,629.24	8,697.74

The Company has earned profits during the year. However, for payment of commission to the directors on the calculation of profit is done as per the provisions of Section 198 of the Companies Act, 2013. Pursuant to the said section, the profit is calculated after making certain adjustments as provided in the Section 198 of the Companies Act, 2013. Further, profit/ loss shall be determined prior to payment of remuneration.

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

The Company has delivered on performance as per the audited financial results, the Company continues to execute its projects under pipeline and accordingly expect increase in productivity and profitability.

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

Continued performance on delivering projects would have an increase in productivity and profitability in line with industry standard and competition.

The Board recommends the Special Resolution set out at item No. 7 of this notice for approval of the shareholders.

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.

All documents referred to in the Notice of this Annual General Meeting and this Explanatory Statement will be available electronically for inspection for shareholders on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the voting results. Shareholders seeking to inspect such documents can send an e-mail to secretarial.grid@sterlite.com.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval of the shareholders.

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

sd/-
Ashok Ganesan
Company Secretary
FCS - 5190
Date: August 30, 2021
Place: New Delhi

ADDITIONAL INFORMATION AS REQUIRED UNDER SECRETARIAL STANDARD 2 ON GENERAL MEETINGS WITH RESPECT TO DIRECTOR SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

Sr. No	Particulars	Mr. Pravin Agarwal
1	DIN	22096
2	Date of Birth	16.10.1954
3	Date of Joining on Board	May 05, 2015
4	Experience (including expertise in specific functional area)/Brief Resume	Mr. Pravin Agarwal is the Chairman and Non-executive Director of the Company. He holds a bachelors' degree in commerce from the Patna University. He has been associated with the Sterlite Power group since its inception and has significant experience in general management and commercial affairs. Previously, he has held directorship positions in Sterlite Technologies Limited, East-North Interconnection Company Limited and Speedon Network Limited and has an overall experience of 24 years as a director in overseeing and handling management of companies. He has been a Director on the Board of the Company since May 05, 2015.
5	Terms and Conditions of Re-appointment / fixation of Remuneration	Mr. Pravin Agarwal is a non-executive Director and Chairman of the Board. Mr. Pravin Agarwal is not entitled to any remuneration.
6	Remuneration last Drawn	Nil
7	Remuneration proposed to be paid	Nil
8	Directorships in other Companies (excluding foreign, private and Section 8 Companies)	<ol style="list-style-type: none"> 1. Sterlite Technologies Limited 2. Sterlite Global Ventures (Mauritius) Limited 3. Twin Star Technologies Limited 4. Twin Star Display Technologies 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 - Member of Audit Committee - Chairman of Authorization and Allotment Committee - Member of CSR Committee
10	Shareholding in the Company	8,36,105 equity shares of ₹ 2/- each (i.e. 1.37%)
11	Relationship with other Directors/ KMPs	He is Father of Mr. Pratik Pravin Agarwal – Managing Director of the Company.
12	No. of Board Meetings attended during the year 2020-21	5

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

Date: August 30, 2021
Place: New Delhi

sd/-
Ashok Ganesan
Company Secretary
FCS - 5190

PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech , on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting:	September 26, 2021 (9.00 am)
End of remote e-voting:	September 28, 2021 (5.00 pm)

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting

module shall be forthwith disabled by KFintech upon expiry of the aforesaid period.

- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e September 22, 2021
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3 : Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

- l) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1. 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.

Type of shareholders	Login Method
	<p>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option.Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

- ii) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.
- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, 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 KFintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password

in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., "Sterlite Power Transmission Limited- AGM" and click on "Submit"
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), 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).
 - 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 Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id mhkgupta18@gmail.com. They may also upload the same in e-voting module in their login. The scanned image above mentioned documents should be in the naming format "Corporate Name EVENT NO."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and

e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

- III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.
 - i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
 - ii. Facility for joining AGM through VC/ OAVM shall open atleast 30 minutes before the commencement of the Meeting.
 - iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
 - iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or

- Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at evoting@kfintech.com. Questions /queries received by the Company till September 26, 2021 shall only be considered and responded during the AGM.
 - vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
 - vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
 - viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
 - ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact at KFintech's toll free No. 1-800-309-4001 for any further clarifications.
 - IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 22, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
 - V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as 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+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

OTHER INSTRUCTIONS

- I. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from September 26 2021 to September 28, 2021. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from September 26, 2021 to September 28, 2021.
- VI. The Board of Directors has appointed Ms. Mehak Gupta, proprietor of Mehak Gupta & Associates, Practicing Company Secretaries, 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 results along with the Scrutinizer's Report, shall also be placed on the website of the Company and on KFintech's website at <https://evoting.kfintech.com/>.