



## NOTICE OF 3<sup>RD</sup> 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 third Annual General Meeting ("AGM") of the Members of Sterlite Power Transmission Limited will be held on Thursday, September 27, 2018 at 10:00 a.m. IST at 'The Westin', 36/3-B, Mundhwa Road, Koregaon Park Annexe, Ghorpadi, Pune, Maharashtra -411001, India to transact the following business:

#### Ordinary Business:

1. a) To receive, consider and adopt the standalone financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors thereto and report of the Auditors thereon.  
b) To receive, consider and adopt the consolidated financial statements of the Company for the financial year ended March 31, 2018 and the report of the Auditors thereon.
2. To appoint a director in place of Mr. Pratik Agarwal (DIN No: 03040062), who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass the following resolution, with or without modification(s), 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 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification or re-enactment thereof, and pursuant to the recommendation of the Audit Committee and the Board of Directors, ratification of M/s. S R B C & Co. LLP, Chartered Accountants (Firm Registration No. - 324982E/ E300003), as the Statutory Auditors of the Company for the remaining period of their tenure from the conclusion of the forthcoming Third Annual General Meeting till the conclusion of the Sixth Annual General Meeting of the members of the Company, at such remuneration as may be mutually agreed between the Board of Directors and M/s. S R B C & Co. LLP, Chartered Accountants, be and is hereby ratified."

#### Special Business:-

4. **To offer or invite for subscription of Non-Convertible Debentures on private placement basis**

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 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any statutory modifications, amendments or re-enactments thereto), and subject to the provisions of the Articles of Association, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include person(s) authorised and / or any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) for making offer(s) or invitation(s) to subscribe to the issue of secured / unsecured redeemable Non-Convertible Debentures on a private placement basis, in one or more series / tranches on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto; such that the aggregate amount does not exceed **₹ 1000 Crores** during a period of one year from the date of passing of this resolution and that the said borrowing shall be within the overall borrowing limit of the Company.

**RESOLVED FURTHER THAT** the Board of Directors or person(s) as may be authorized by the Board, be and is/are hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable, expedient for mortgaging and / or charging the properties of the Company and for giving effect to the aforesaid resolution."

**5. To approve the remuneration of the Cost Auditors**

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 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 Accountants, for audit of the cost records of the Company for the Financial Year 2018-19.

**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.”

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

Sd/-  
**Ashok Ganesan**

Company Secretary  
FCS-5190

Place: Mumbai  
Date: 10.08.2018

**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 Computershare 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 advise 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 of 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 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.

**Additional information as required under Secretarial Standard 2 on General Meetings**

**Mr. Pratik Agarwal (Particulars as on April 1, 2018)**

DIN	03040062
Date of Birth	02/12/1982
Date of Joining Board	June 01, 2016
Experience (including expertise in specific functional area)/Brief Resume	Mr. Pratik Agarwal anchors the Sterlite Group with rich industry experience of over 10 years. He has been closely involved with the Group's operations in India and overseas. He founded the Group's infrastructure business in 2009 and built it upto levels where it now has significant investments in power transmission. He is also the Chairman of the Electric Power Transmission Association and Transmission Task Force of FICCI.
Terms and Conditions of Re-appointment	To be re-appointed as director liable to retire by rotation
Remuneration last drawn	INR ₹ 35,988,334
Remuneration proposed to be paid	Within the limits as approved by the Members in the EOGM held on 19.08.2016
Directorships in other Companies (excluding foreign, private and Section 8 Companies)	<ol style="list-style-type: none"> <li>1. Sterlite Technologies Limited</li> <li>2. Pragun Jindal Philanthropic Organisation</li> <li>3. Jindal Aluminium Limited.</li> <li>4. Sterlite Investment Managers Limited</li> <li>5. Sterlite Power Grid Ventures Limited</li> <li>6. Sterlite Interlinks Limited</li> </ol>

Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across all other Public companies	<p>Member in the following committees of Sterlite Power Grid Ventures Limited:-</p> <ol style="list-style-type: none"> <li>1. Audit Committee</li> <li>2. Nomination and Remuneration Committee</li> <li>3. Corporate Social Responsibility Committee</li> <li>4. Allotment Committee</li> <li>5. Banking and Authorization Committee</li> <li>6. INVIT Committee</li> </ol> <p>Member in the following committees of Sterlite Investment Managers Limited:</p> <ol style="list-style-type: none"> <li>1. Stakeholder's Relationship Committee</li> </ol>
Shareholding in the Company	0.89%
Relationship with other Directors/ KMPs	Mr. Pravin Agarwal - Father
No. of Board Meetings attended during the year	7/8

#### EXPLANATORY STATEMENT

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

##### Item No. 4

The Non-Convertible Debentures ("NCDs") issued on private placement basis is also a source of finance raised by the Company. The Shareholders have passed a special resolution under Section 180(1)(c) of the Companies Act, 2013 on December 9, 2015, approving the borrowing limit of ₹3,000 Crores beyond the paid-up capital and the free reserves of the Company.

Under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Rules"), a company making a private placement of its securities is required to obtain the approval of the Members by way of a Special Resolution for each offer or invitation. However, in case the offer or invitation is for NCDs, such Special Resolution would be valid for a period of one year. It is therefore proposed to obtain approval of the Members under Sections 42, 71 and other applicable provisions, if any, of the Act, read together with the Rules framed thereunder, to enable the Company to make private placement of its NCDs, in one or more tranches within such limits as set out in the Resolution, from time to time, as may be required.

In view of the aforesaid provisions, the Members are requested to grant consent to the enabling Special Resolution as set out at Item No. 4 of the accompanying Notice.

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

##### 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 09, 2018, the Board of Directors of the Company has 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 ₹ 2,75,000/- per annum plus taxes as applicable and reimbursement of actual travel and out of pocket expenses for the Financial Year 2018-19.

The resolution at Item No. 5 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.

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

Sd/-  
**Ashok Ganesan**

Place: Mumbai  
Date: 10.08.2018

Company Secretary  
FCS-5190

#### GENERAL INSTRUCTIONS FOR E-VOTING

- 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 their 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 Computershare 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 20, 2018. 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 20, 2018 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, Practicing 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 (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 the 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 favour 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](http://www.sterlitepower.com) and that of the Service provider "Karvy" at [www.evoting.karvy.com](http://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 24, 2018 to 05:00 pm September 26, 2018.
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	Enter the Verification code i.e. 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 above mentioned 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. August 24, 2018 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 Computershare 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 09:00 am on September 24, 2018 to 05:00 pm September 26, 2018. 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 20, 2018, 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 Computershare 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](http://www.sterlitepower.com)) and on Karvy’s website at (<https://evoting.karvy.com>).



## STERLITE POWER TRANSMISSION LIMITED

CIN: U74120PN2015PLC156643

Registered Office: 4<sup>th</sup> Floor, Godrej Millennium, 9 Koregaon Road, Pune, Maharashtra - 411001.  
Corporate Office : F-1, 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](mailto:secretarial.grid@sterlite.com); website: [www.sterlitepower.com](http://www.sterlitepower.com)

### ATTENDANCE SLIP

#### Third Annual General Meeting – Thursday, September 27, 2018

NAME AND ADDRESS OF THE MEMBER/PROXY*			
DPID/CLIENT ID**		NO. OF SHARES HELD	
FOLIO NO.			

I /We hereby record my presence at the THIRD ANNUAL GENERAL MEETING of the Company at 'The Westin', 36/3-B Koregaon Park Annexe, Mundhwa Road, Ghorpadi, Pune, Maharashtra – 411001, at 10.00 a.m. IST.

SIGNATURE OF THE MEMBER/PROXY\*

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\* Strike out whichever is not applicable.

\*\* Applicable for Members holding shares in Dematerlised form.

**Note:** Please handover this slip at the entrance of the Meeting Venue.

### E-VOTING

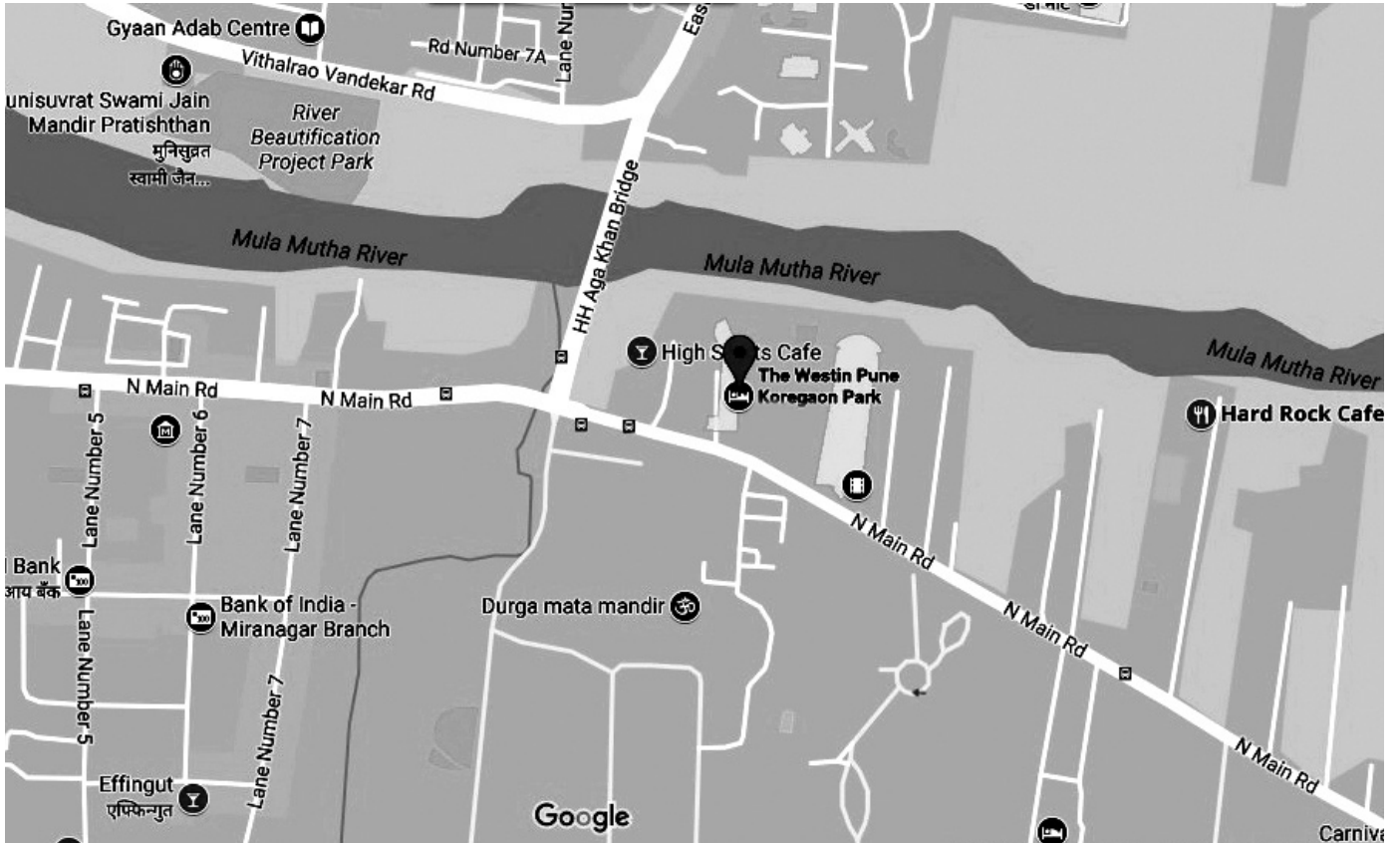
Users who wish to opt for e-voting may use the following login credentials.

Even (Remote E-Voting Event No.)	User ID	Password

Please follow steps for e-voting procedure as given in the Notice of AGM.

## Map to AGM Venue

Venue of the Annual General Meeting -  
'The Westin', 36/3-B Koregaon Park Annexe, Mundhwa Road, Ghorpadi, Pune, Maharashtra -  
411001, on Thursday, September 27, 2018, at 10.00 a.m. IST.







### 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: 4<sup>th</sup> Floor, Godrej Millennium, 9 Koregaon Road, Pune, Maharashtra - 411001.

Corporate Office : F-1, 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](mailto:secretarial.grid@sterlite.com); website: [www.sterlitepower.com](http://www.sterlitepower.com)

Name of the Member(s) : \_\_\_\_\_

Registered Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Folio No./DP ID 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: \_\_\_\_\_

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 Thursday, September 27, 2018 at 10.00 a.m. IST at "The Westin", 36/3-B Koregaon Park Annexe, Mundhwa Road, Ghorpadi, 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, 2018 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, 2018 and the Report of the Auditors thereon.		
2	To appoint a director in place of Mr. Pratik Agarwal(DIN No: 03040062), who retires by rotation and being eligible, offers himself for re-appointment		
3	To ratify the appointment of Statutory Auditors and to fix their remuneration		
4	To offer or invite for subscription of Non-Convertible Debentures on private placement basis		
5	To Approve the remuneration of the Cost Auditors		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2018

\_\_\_\_\_  
Name of the member / proxy

(in BLOCK letters)

\_\_\_\_\_  
Signature of the member / 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.