

STERLITE POWER TRANSMISSION LIMITED

CIN - U74120PN2015PLC156643

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

Corporate Office: DLF Cyber Park, Block B, 9th Floor, Udyog Vihar Phase III, Sector- 20, Gurugram, Haryana- 122008

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NOTICE OF 8TH ANNUAL GENERAL MEETING

Notice is hereby given that the 8th (Eighth) Annual General Meeting ('AGM') of the Members/Shareholders of Sterlite Power Transmission Limited will be held on Friday, September 29, 2023, at 3.00 p.m. (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS:

1. (a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, and the reports of the Board of Directors and the Statutory Auditors thereon; and in this regard and if deem fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, and the reports of the Board of Directors and the Statutory Auditors thereon laid before this meeting, be and are hereby received, considered and adopted."

- (b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, and the report of the Statutory Auditors thereon; and in this regard and if deem fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, and the report of the Statutory Auditors thereon laid before this meeting, be and are hereby received, considered and adopted."

2. To appoint a director in place of Mr. Pravin Agarwal (DIN: 00022096), who retires by rotation and being eligible, offers himself for re-appointment as a Director; and in this regard and if deem fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Pravin Agarwal (DIN: 00022096), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

3. To consider and confirm interim dividend paid on equity shares of the Company as final dividend; and in this

regard and if deem fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the interim dividend @ 50% per equity share i.e. being ₹ 1/- per share paid to the equity shareholders of the Company for the financial year ended March 31, 2023, aggregating up to approximately ₹ 12.23 Crores out of the profits of the Company for the financial year ended March 31, 2023, as per the resolution passed by the Board of Directors in its meeting held on March 24, 2023 be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the interim dividend paid, be and is hereby confirmed as the final dividend for the financial year ended March 31, 2023."

SPECIAL BUSINESS

4. To consider and approve re-appointment of Mr. Manish Agrawal (DIN: 05298459) - Chief Executive Officer (Global Products and Services) of the Company, as the Whole Time Director, for a period of 2 years effective from December 17, 2022, till December 16, 2024, and to fix his overall maximum remuneration; and in this regard and if deem fit, to pass the following resolution, with or without modification(s), as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and pursuant to the approval of the Board of Directors for re-appointment of Mr. Manish Agrawal (DIN: 05298459), as a Whole Time Director with effect from December 17, 2022, the Members/ Shareholders do hereby approve/ ratify such re-appointment of Mr. Manish Agrawal (DIN: 05298459) as the Whole Time Director of the Company for a period of 2 years, to hold such office with effect from December 17, 2022, till December 16, 2024, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the notice of 8th Annual General Meeting of the Company and forming part of this resolution. Provided further that his appointment as Director shall be liable to retire by rotation.

RESOLVED FURTHER THAT subject to the overall maximum remuneration approved by the Members/

Shareholders, in the event of absence or inadequacy of profits in any financial year, the Board or Nomination and Remuneration Committee of the Company shall pay remuneration, as set out in the explanatory statement annexed to the notice of 8th Annual General Meeting of the Company, as minimum remuneration by way of salary including perquisites and allowance in accordance with provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force).

RESOLVED FURTHER THAT the Board of Directors and the Nomination and Remuneration Committee of the Company, be and are hereby severally authorised to alter and vary the terms and conditions of the re-appointment and / or remuneration subject to the same not exceeding the overall maximum remuneration approved by the Members/Shareholders.

RESOLVED FURTHER THAT the Board of Directors and the Nomination and Remuneration Committee, be and are hereby severally authorised to do all such acts, deeds, things, as may be necessary to give effect to this resolution.”

5. To consider and approve payment of commission to Mr. Allampallam Ramakrishnan Narayanaswamy (DIN: 00818169) and Mr. Anoop Seth (DIN: 00239653), Independent Directors of the Company; and in this regard and if deem fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder and Schedule V of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the approval of the Board of Directors vide resolution dated August 11, 2023, the consent of the Members/Shareholders be and is hereby accorded for payment of commission, out of net profits of the Company or otherwise, for the financial year 2022-23, to Mr. Allampallam Ramakrishnan Narayanaswamy (DIN: 00818169) and Mr. Anoop Seth (DIN: 00239653), Independent Directors of the Company of an amount of ₹ 3,00,000/- (Indian Rupees Three Lakhs only) and ₹ 24,00,000/- (Indian Rupees Twenty Four Lakhs only), respectively, for the contribution towards the growth of the Company in addition to the contribution at the Board and Board Committee Meetings.

RESOLVED FURTHER THAT the Directors and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, things, as may be necessary to give effect to this resolution.”

6. To consider and approve authorisation to the Board of Directors to approve payment of remuneration by way of commission to Independent Directors of the Company for the financial year 2023-24; and in this regard and if deem fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 197, 198, and other applicable provisions, if any, of

the Companies Act, 2013, read with the Rules made thereunder and Schedule V of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members/ 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 Committee of the Board*) 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, 1% (One percent) of the net profits of the Company for the financial year 2023-24 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 in the event of absence or inadequacy of profits in such financial year, 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 Members/ Shareholders 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 to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

7. To consider and approve the remuneration of the Cost Auditors for financial year 2023-24; and in this regard and if deem fit, to pass the following resolution, with or without modification(s), 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), and pursuant to the recommendation of the Audit Committee and pursuant to the approval of the Board of Directors, approval of the Members/ Shareholders of the Company be and is hereby accorded for payment of remuneration of ₹ 3,25,000/- (Indian Rupees Three Lakhs Twenty Five Thousand Only) plus applicable taxes to M/s. Kiran Chandrakant Naik (FRN 103055), Cost Auditors, for audit of the cost records of the Company for the financial year 2023-24.

RESOLVED FURTHER THAT the Directors and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, and things, as may be necessary to give effect to this resolution.”

8. To consider and approve authorisation to the Board of Directors to approve conversion of loan into fully paid-up shares (**“Equity/ Preference”**) of the Company; and in this regard and if deem fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:

“RESOLVED THAT in supersession of earlier resolution passed by the Members/ Shareholders of the Company on September 29, 2021, pursuant to the provisions of Section 62(3) of the Companies Act, 2013 read with Rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the Memorandum and Articles of Association of the Company, the consent of the Members/Shareholders 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 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 the 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 shares of the Company (**“Equity/Preference”**), subject to the provisions of applicable laws, and subject to such sum which, in aggregate, shall not exceed ₹ 3,000 Crores (Indian Rupees Three Thousand Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or expedient, and 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/Preference 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, authorised 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 the Members/Shareholders.”

9. To consider and approve the authorisation to the Board of Directors under Section 180(1)(a) of the Companies Act, 2013; and in this regard and if deem fit, to pass the following resolution, with or without modification(s), as a **Special Resolution:**

“RESOLVED THAT in supersession of earlier resolution passed by the Members/ Shareholders of the Company

on July 06, 2022, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the Memorandum and the Articles of Association of the Company, approval of the Members/ Shareholders of the Company be and is hereby accorded to authorise the Board of Directors (*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 mortgage and/ or to create charge and/or any encumbrance, as may be necessary, on all properties/assets of the Company including but not limited to all immovable and movable properties, investments etc. of the Company, wherever situated, both present and/or future, or to sell, lease or otherwise dispose off whole or substantially the whole of the undertaking or undertakings of the Company in such form and in such manner as the Board may think fit, including but not limited to or in favour of banks, public financial institutions, non-banking financial institutions, mutual funds, trusts including InvITs, body(ies) corporate, and trustees for the holders of debentures, or any other person(s)/party(ies), for the purpose, including but not limited (a) to sale, lease or dispose off the whole or substantially the whole of the undertaking(s) or one or more undertaking(s), or (b) to secure the financial assistance provided/ to be provided by the lenders/ promoters to the Company and/or its associate or subsidiary or holding or group companies (**“Lenders and Promoters”** *hereinafter collectively referred to as the “Lenders”*) by way of loans and/ or advances and/ or letters of credit and/ or bank guarantees or otherwise, together with all interests, additional interest, default interest, commitment fees, premia on prepayment, any fees, costs, charges, expenses and all other monies payable by the Company and / or its associate or subsidiary or holding or group companies to the Lenders; up to an amount not exceeding in the aggregate ₹ 13,000 Crores (Indian Rupees Thirteen Thousand Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or expedient, and for giving effect to this resolution inter-alia to execute all such deeds, documents, writings, agreements, memorandum etc. as may be necessary; 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, authorised 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 the Members/Shareholders.”

10. To consider and approve the authorisation to the Board of Directors to borrow monies beyond the paid up capital and free reserves of the Company under Section 180(1) (c) of the Companies Act, 2013; and in this regard and if

deem fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:

“RESOLVED THAT in supersession of earlier resolution passed by the Members/ Shareholders of the Company on December 09, 2015, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the Memorandum and Articles of Association of the Company, the consent of the Members/Shareholders 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 borrow any sum or sums of moneys, which together with the moneys already borrowed by the Company (*apart from the temporary loans obtained from the Company’s banker in the ordinary course of business*), from time to time, from banks, financial institutions, non-banking financial institutions, body corporates, multilateral agencies, export import banks and/or any other person(s)/ party(ies), in excess of the aggregate of paid-up share capital, free reserves and securities premium of the Company, provided the total amount so borrowed shall not in the aggregate at any one time exceed ₹ 13,000 Crores (Indian Rupees Thirteen Thousand Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or expedient, and 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 to borrow money; 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, authorised 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 the Members/Shareholders.”

11. To consider and approve the authorisation to the Board of Directors to offer or invite for subscription of Non-Convertible Debentures on private placement basis; and in this regard and if deem fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013, read with all relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the Memorandum and the Articles of Association of the Company, the consent of the Members/ Shareholders 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*), for making offer(s) or invitation(s) to subscribe to the issue of secured / unsecured 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, utilisation of the issue proceeds and all matters connected with or incidental thereto; such that the aggregate amount does not exceed ₹ 1,500 Crores (Indian Rupees One Thousand Five Hundred Crores only) during a period of 1 (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 as prescribed under Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or expedient, and 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 to borrow money; to issue, offer and allot requisite number of Non-Convertible Debentures, 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, authorised 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 the Members/Shareholders.”

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

sd/-
Ashok Ganesan
Company Secretary
FCS - 5190

Date: September 04, 2023
Place: Gurugram

NOTES:

1. **The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to Special Business, is annexed hereto and forms part of this Notice.**
2. Pursuant to Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, details in respect of Directors seeking appointment/re-appointment at the AGM, are separately annexed hereto

as 'Annexure A'.

3. Pursuant to General Circular Nos. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020; 10/2021 dated June 23, 2021; 20/2021 dated December 08, 2021; 03/2022 dated May 05, 2022; and 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'MCA Circulars'), the 8th AGM of the Company is being conducted through VC/OAVM and does not require physical presence of the Members/Shareholders at a common venue.
4. The meeting shall be deemed to be conducted at the Registered Office of the Company situated at 4th Floor, Godrej Millennium, 9 Koregaon Road, Pune, Maharashtra – 411 001. Further, the AGM is being held through VC/OAVM therefore, the route map, attendance slip, and proxy form are not attached to this Notice.
5. Pursuant to the MCA Circulars, physical attendance of the Members/Shareholders at a common venue has been dispensed with, therefore, the facility for appointment of proxies by the Members/Shareholders is not available for this AGM.
6. The Members/Shareholders attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The corporate Members/Shareholders are entitled to appoint authorised representatives under Section 113 of the Companies Act, 2013, to attend and participate in the AGM through VC/OAVM and cast their votes either by way of remote e-voting and voting electronically at the meeting.
8. In the case of joint shareholders attending the AGM, only such joint shareholder who is higher in the order of names will be entitled to vote.
9. The Company has availed the services of KFin Technologies Limited, ("KFinTech"), Registrar and Transfer Agent of the Company, as the authorised agency for conducting the AGM through VC/OAVM and providing e-voting facility. Detailed instructions for voting and procedure for joining the AGM through VC/OAVM are annexed to this Notice.
10. Pursuant to the MCA Circulars, the Notice of AGM, and the Annual Report for the financial year 2022-23, are being sent only through electronic mode to the Members/

Shareholders whose e-mail addresses are registered with the Company or the Depository Participant(s). The Notice and Annual Report will also be available on the Company's website at <https://www.sterlitepower.com/investors/> and on the website of KFinTech at <https://evoting.kfintech.com>.

In case any Member/Shareholder is desirous of obtaining hard copy of the Annual Report for the financial year 2022-23, may send request to the Company at the e-mail address at secretarial.grid@sterlite.com mentioning folio No./DP ID and Client ID.

11. The Members/Shareholders holding shares in dematerialised 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. The changes intimated to the Depository Participant will automatically get reflected in the records of the Company and its Registrar and Transfer Agent. This will help the Company and Registrar and Transfer Agent, to provide efficient and better service to the Members/Shareholders. The Members/Shareholders holding shares in physical form are requested to advise such changes, if any, to KFinTech.
12. The Members/Shareholders who are interested in availing nomination facility may obtain the necessary application from KFinTech.
13. All correspondence relating to transfer and transmission of shares, sub-division of shares, issue of duplicate share certificates, change of address, dematerialisation of shares, etc. will be attended to and processed at the office of KFinTech at toll free number: 1800 309 4001 (Unit – Sterlite Power Transmission Limited), or write to KFin Technologies Limited, Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032.
14. **THE MINISTRY OF CORPORATE AFFAIRS HAS MANDATED THAT SECURITIES OF COMPANIES CAN BE TRANSFERRED ONLY IN DEMATERIALISED 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. THE MEMBERS/SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM ARE THEREFORE ENCOURAGED TO AVAIL THE FACILITY OF DEMATERIALISATION BY CONTACTING A DEPOSITORY PARTICIPANT OF THEIR CHOICE.**

15. As on March 31, 2023, the details of shares lying in unclaimed suspense account are given hereunder:

Particulars	Total No. of Shareholders	No. of Shares
As on April 01, 2022	5,350	4,24,877
Shares transferred to suspense account pursuant to bonus issue on the shares already held in suspense account	5,350	4,24,877
Shares transferred to suspense account pursuant to bonus shares allotted against the shares held in physical form	14,143	10,03,912
Total		18,53,666
Shareholders approached for transfer/delivery during FY'2023	5	563
Shares transferred/delivered during FY'2023	5	563
As on March 31, 2023		18,53,103

16. All documents referred to in the above Notice and Explanatory Statement shall be available electronically for inspection for Members/Shareholders on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the voting results. Members/Shareholders seeking to inspect such documents can send an e-mail to secretarial.grid@sterlite.com.
17. 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 Members/Shareholders electronically during the AGM. The Members/Shareholders willing to inspect the said documents can send an e-mail to secretarial.grid@sterlite.com.
18. The Board of Directors has appointed Ms. Mehak Gupta, Proprietor of M/s Mehak Gupta & Associates, Practicing Company Secretaries, as a Scrutiniser to scrutinise the process of remote e-voting and voting at the meeting in a fair and transparent manner.
19. The result of remote e-voting and voting at the meeting along with the Scrutiniser's Report, shall be declared on Monday, October 02, 2023 and placed on the website of the Company at <https://www.sterlitepower.com/investors/> and KFinTech at <https://evoting.kfintech.com/>.

EXPLANATORY STATEMENT (STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

ITEM NO. 4

Pursuant to the recommendations of the Nomination and Remuneration Committee and the Board in their meetings held on November 11, 2022, approved the re-appointment of Mr. Manish Agrawal (DIN: 05298459) as the Whole Time Director (Key Managerial Personnel) of the Company for a period of 2 (Two) years, with effect from December 17, 2022, up to December 16, 2024, subject to the approval of Members/Shareholders at the forthcoming Annual General Meeting.

A brief profile of Mr. Manish Agrawal is as follows:

Mr. Manish Agrawal is a Power Infrastructure specialist with a career spanning 26+ years. A veteran in Power and Telecom, he is a leading voice shaping policy priorities in the infrastructure & manufacturing sector. He is a passionate proponent of disruptive technologies and played a pivotal role in their adoption in transmission sector. He is also a well-regarded champion of key industry matters including concession/ Public-Private Partnership, uprate/upgrades of infrastructure, fiberisation of underground and overhead power delivery systems. He also invests his time in forging technology alliances, global partnerships, and commercialisation of new advanced technologies & solutions.

As CEO (Global Products and Services) & Group Director (Corporate Affairs, Business Acquisition and Regulatory), he steers the global products, services, and convergence businesses. He is co-chair for Power Council at Associated Chambers of Commerce and Industry of India (ASSOCHAM) and Vice President of CIGRE India (International Council

on Large Electric Systems), a global community for the collaborative development of power system expertise. He is member of Power Committee of FICCI.

He is a Harvard alumnus and has also pursued Leadership Programs from Indian Institute of Management, Ahmedabad and Indian School of Business, Hyderabad. He holds a degree in Engineering and an MBA from Federation University, Australia.

Pursuant to Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors), Rules, 2014, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the re-appointment of Mr. Manish Agrawal (DIN: 05298459), require approval of the Members/Shareholders by way of Special resolution. The terms and conditions of the re-appointment and overall remuneration that may be paid to Mr. Manish Agrawal (DIN: 05298459) are provided below:

- Salary and Allowances – Salary and Allowances up to ₹ 3,00,00,000/- (Indian Rupees Three Crores only) per annum to be paid periodically in accordance with the Company's standard payroll practices.
- Variable Pay – Performance Bonus linked to the achievement of targets, as may be decided by the Nomination and Remuneration Committee of the

Company, from time to time, subject to a maximum of ₹ 1,50,00,000/- (Indian Rupees One Crore and Fifty Lakhs only) per annum.

- iii. Other Incentives - Incentives for special achievements, up to a maximum of ₹ 50,00,000/- (Indian Rupees Fifty Lakhs only) in a financial year.
- iv. Tenure of directorship – 2 Years.
- v. Employee Benefits – He shall be entitled for payout upto an amount of ₹ 1,50,00,000/- (Indian Rupees One Crore and Fifty Lakhs only) per annum with respect to Performance and Retention Cash Incentive Plan.
- vi. In addition to the above, he shall be entitled for payout with respect to Restricted Stock Units (**RSUs**) allocated to him as per Sterlite Power Transmission Limited Restricted Stock Unit Scheme, 2022.
- vii. Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.
- viii. In the event of absence or inadequacy of profits in any financial year, the Company shall pay remuneration by way of Salary including perquisites and allowance in compliance of the provisions of Section 197 read Schedule V of the Companies Act, 2013.

The terms as set out in the said resolution and the Explanatory Statement may be treated as a memorandum of the terms of appointment pursuant to Section 190 of the Act.

The Company had received from Mr. Manish Agrawal (DIN: 05298459) (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (1) and sub-section (2) of Section 164 of the Act.

After evaluation of his qualifications, experience, and other attributes, the Nomination and Remuneration Committee and the Board of Directors were of the opinion, that his continuation as Director on the Board would have a positive impact and strengthen the management of the Company.

Save and except Mr. Manish Agrawal and his relatives, to the extent of his directorship and their shareholding interest, if any, in the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

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

The Board of Directors of the Company, therefore, commends passing of the resolution with or without modification(s), as set out in Item No. 4 of the Notice above by way of a **Special Resolution**.

ITEM NO. 5

Pursuant to the provisions of Section 197 of the Companies Act, 2013, as 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 the provisions 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.

The Members/Shareholders of the Company at the Annual General Meeting held on September 26, 2022, had approved to pay the remuneration to the Independent Directors by way of commission of such sum as the Board of Directors may, from time to time, determine (*to be divided amongst the Independent Directors in such proportion as may be determined by the Board*); provided that such commission in aggregate shall not exceed 1% (one percent) of the net profits of the Company for the 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, the Members/Shareholders had also approved that subject to the notification of the Companies (Amendment) Act, 2020, in the event of absence or inadequacy of profits, an Independent Director may receive remuneration in accordance with the provisions of Schedule V, exclusive of any fees payable under sub-section (5) of Section 197, as may be determined by the Board of Directors, from time to time.

Mr. A.R. Narayanaswamy and Mr. Anoop Seth were Independent Directors on the Board of the Company during the financial year 2022-23. Mr. Anoop Seth is an MMS from BITS Pilani with a major in Finance and Executive International Management Programme from INSEAD, France. Mr. Seth has an illustrious career spanning over decades, in financial services and several infrastructure sectors. 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 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.

During the financial year 2022-23, in addition to the contribution at the Board and Board Committee meetings, Mr. Narayanaswamy and Mr. Seth have spent considerable time for the business of the Company. They provided expert advice, regularly contributed in guiding the Management towards the growth of the business and providing critical advice, from time to time. Therefore, it is proposed to pay remuneration, by way of commission, to Mr. Narayanaswamy and Mr. Seth for their contribution to the overall growth of the Company.

The Members/Shareholders are further apprised that pursuant to the Companies (Amendment) Act, 2020, notified with effect from March 18, 2021, in the event of absence or inadequacy of profits, an Independent Director may receive remuneration in accordance with the provisions of Schedule V, exclusive of any fees payable under sub-section (5) of section 197, as may be determined by the Board of Directors. Accordingly, the

Board of Directors have approved payment of Commission to Mr. A. R. Narayanaswamy and Mr. Anoop Seth for an amount of ₹ 3,00,000/- and ₹ 24,00,000 /-, respectively.

Save and except Mr. A. R. Narayanaswamy and Mr. Anoop Seth, to the extent of payment of commission to them, none of the directors, the Key Managerial Personnel and their relatives are concerned or interested in the said resolution.

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

The Board of Directors of the Company, therefore, commends passing of the resolution with or without modification(s), as set out in Item No. 5 of the Notice above by way of a **Special Resolution**.

ITEM NO. 6:

The Independent 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 the remuneration by way of commission, may 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 have been brought under the ambit of provision of Section 197(3) including any managing director, whole time director or manager. Pursuant to such amendment, in the event of absence or inadequacy of profits, an Independent Director may receive remuneration in accordance with the provisions of Schedule V, exclusive of any fees payable under sub-section (5) of Section 197, as may be determined by the Board of Directors, from time to time.

Therefore, an enabling approval of the Members/Shareholders 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, 1% (one percent) 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, enabling approval of the Members/Shareholders is also sought to pay remuneration, if required to Independent Directors, by way of commission, in the event of absence or inadequacy of profits, an Independent Director may receive remuneration in accordance with the provisions of

Schedule V, exclusive of any fees payable under sub-section (5) of Section 197, as may be determined by the Board of Directors, from time to time.

The resolution proposed as per Item No. 6 of this Notice, is proposed as an enabling authorisation for 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 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, 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 Committee(s) thereof.

Save and except the Independent Directors, to the extent of the amount of commission that may be payable, if any, none of the directors, the Key Managerial Personnel and their relatives are concerned or interested in the said resolution.

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

The Board of Directors of the Company, therefore, commends passing of the resolution with or without modification(s), as set out in Item No. 6 of the Notice above by way of a **Special Resolution**.

ITEM NO. 7

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, pursuant to the recommendations of the Audit Committee, the Board of Directors shall appoint a Cost Auditor who is a Cost Accountant and fix the remuneration thereof. The remuneration of the Cost Auditor shall also be ratified by the Members/Shareholders.

Pursuant to the recommendations of the Audit Committee, the Board of Directors of the Company in its meeting held on September 04, 2023, had considered and approved appointment of M/s. Kiran Chandrakant Naik (FRN 103055), Cost Accountant as the Cost Auditors for conducting the Cost Audit for the Company at a remuneration of ₹ 3,25,000/- (Indian Rupees Three Lakhs Twenty Five Thousand only) plus applicable taxes for the financial year 2023-24.

None of the directors, the Key Managerial Personnel and their relatives are concerned or interested in the said resolution.

All documents referred to in the Notice of this Annual General Meeting and this Explanatory Statement will be available electronically for inspection of the Members/Shareholders on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the voting results. The

Members/Shareholders seeking to inspect such documents can send an e-mail to secretarial.grid@sterlite.com.

The Board of Directors of the Company, therefore, commends passing of the resolution with or without modification(s), as set out in Item No. 7 of the Notice above by way of an **Ordinary Resolution**.

ITEM NO. 8

Pursuant to the provisions of Section 62(3) of the Companies Act, 2013, approval of the Members/Shareholders, by way of Special Resolution, is required to convert the outstanding loans or any other financial assistance categorised as loans (*hereinafter referred to as the "Financial Assistance"*), availed from the lenders or as may be availed from the lenders from time to time (in foreign currency or in Indian Rupee), into equity/preference shares of the Company, caused by the exercise of an option as a term attached to the Financial Assistance to convert such loans into shares in the Company; and upon such terms and conditions and at a price, as may be deemed appropriate to the Board and determined in accordance with applicable law at the time of such conversion.

Therefore, enabling approval of the Members/Shareholders is sought to convert the outstanding loans to the extent required, from time to time, into equity/preference shares under Section 62(3) of Companies Act, 2013.

None of the directors, the Key Managerial Personnel and their relatives are concerned or interested in the said resolution.

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

The Board of Directors of the Company, therefore, commends passing of the resolution with or without modification(s), as set out in Item No. 8 of the Notice above by way of a **Special Resolution**.

ITEM NO. 9

Pursuant to the provisions of Section 180(1)(a) of Companies Act, 2013, the approval of the Members/Shareholders is required:

- to mortgage and/or to create charge and/or any encumbrance, as may be necessary, on all properties/assets of the Company including but not limited to all immovable and movable properties, investments etc. of the Company, wherever situated, both present and/or future
- to sell, lease or otherwise dispose off whole or substantially the whole of the undertaking or undertakings of the Company in such form and in such manner as the Board may think fit.

This resolution shall supersede the earlier resolution passed by the Members/Shareholders of the Company through Postal Ballot on July 06, 2022 and authorises the Board of Directors of the Company to mortgage and/ or to create charge and/or any encumbrance, on all properties/assets and to sell, lease or

otherwise dispose off whole or substantially the whole of the undertaking or undertakings, of the Company of an aggregate amount of ₹ 13,000 Crores (Indian Rupees Thirteen Thousand Crores only).

None of the directors, the Key Managerial Personnel and their relatives are concerned or interested in the said resolution.

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

The Board of Directors of the Company, therefore, commends passing of the resolution with or without modification(s), as set out in Item No. 9 of the Notice above by way of a **Special Resolution**.

ITEM NO. 10

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company, shall exercise the power to borrow money, where money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, with the consent of the Members/Shareholders, by passing a Special Resolution.

The Members/Shareholders are apprised that the Company may require funds for meeting its operational and business requirements, in near future. Therefore keeping in view the requirement of funds that may arise, from time to time, it is proposed to obtain prior approval of the Members/Shareholders under the provision of Section 180(1)(c) of the Companies Act, 2013 and the Rules made thereunder, to authorise the Board of Directors to approve the borrowings (*apart from the temporary loans obtained from the Company's Banker in the ordinary course of business*) in excess of the aggregate of paid-up share capital, free reserves and securities premium of the Company provided the total borrowings shall not in the aggregate at any one time exceed ₹ 13,000 Crores (Indian Rupees Thirteen Thousand Crores only)

None of the directors, the Key Managerial Personnel and their relatives are concerned or interested in the said resolution.

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

The Board of Directors of the Company, therefore, commends passing of the resolution with or without modification(s), as set out in Item No. 10 of the Notice above by way of a **Special Resolution**.

ITEM NO. 11

The Non-Convertible Debentures ("NCDs") issued on private placement basis is also a source of finance raised by the

Company. Pursuant to 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/Shareholders by way of a Special Resolution for each offer or invitation.

However, in case of offer or invitation for subscription of NCDs, the approval of the Members/Shareholders obtained by way of Special Resolution only once in a year, shall be valid for all the offers or invitations for such debentures during the year. It is therefore proposed to obtain approval of the Members/Shareholders under Section 42, 71 and other applicable provisions, if any, of the Act, read together with the Rules framed thereunder, to authorise the Board of Directors to make private placement of NCDs, in one or more tranches, within such limits as set out in the resolution, from time to time.

None of the directors, the Key Managerial Personnel and their relatives are concerned or interested in the said resolution.

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

The Board of Directors of the Company, therefore, commends passing of the resolution with or without modification(s), as set out in Item No. 11 of the Notice above by way of a **Special Resolution**.

'Annexure A'

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

Sr. No.	Particulars	Mr. Pravin Agarwal	Mr. Manish Agrawal
1	DIN	00022096	05298459
2	Date of Birth	October 16, 1954	March 28, 1972
3	Date of Joining on Board	May 05, 2015	December 17, 2021
4	Experience (including expertise in specific functional area)/Brief Resume	<p>He 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 Sterilite Power group since its inception and has significant experience in general management and commercial affairs. Previously, he has held directorship positions in Sterilite Technologies Limited, East-North Interconnection Company Limited and Speedon Network Limited and has an overall experience of 25 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</p>	<p>He is a Harvard alumnus and has also pursued Leadership Programs from Indian Institute of Management, Ahmedabad and Indian School of Business, Hyderabad. He holds a degree in Engineering and an MBA from Federation University, Australia.</p> <p>Mr. Manish Agrawal is a Power Infrastructure specialist with a career spanning 26+ years. A veteran in Power and Telecom, he is a leading voice shaping policy priorities in the infrastructure & manufacturing sector. He is a passionate proponent of disruptive technologies and played a pivotal role in their adoption in transmission sector. He is also a well-regarded champion of key industry matters including concession/ Public-Private Partnership, uprate/upgrades of infrastructure, fibreisation of underground and overhead power delivery systems. He also invests his time in forging technology alliances, global partnerships, and commercialisation of new advanced technologies & solutions.</p>
5	Terms and Conditions of Re-appointment / fixation of Remuneration	<p>He is a non-executive Director and Chairman of the Board. Mr. Pravin Agarwal is not entitled to any remuneration</p>	<p>- Re-appointed as the Whole Time Director for a period of 2 (Two) years with effect from December 17, 2022, to December 16, 2024. - The overall remuneration proposed for approval of the Members/ Shareholders is set out in the explanatory statement annexed to this Notice.</p>
6	Remuneration last Drawn	Nil	₹ 35.29 million
7	Remuneration proposed to be paid	Nil	As mentioned in the explanatory statement for Item no. 4.
8	Directorships in other Companies (excluding foreign and private Companies)	<p>1. Sterilite Technologies Limited 2. Twin Star Display Technologies Limited 3. Anupamjeevan Foundation</p>	<p>1. Sterilite Grid 14 Limited 2. Goa-Tamnar Transmission Project Limited 3. Maharashtra Transmission Communication Infrastructure Limited</p>
9	Memberships / Chairmanships of Committees across all other public companies	<p>Sterilite Technologies Limited - Member of Audit Committee and Sustainability and Corporate Social Responsibility Committee - Chairman of Authorisation & Allotment Committee</p>	Nil
10	Shareholding in the Company	12,56,710 equity shares	Nil
11	Relationship with other Directors/ KMPs	He is Father of Mr. Pratik Pravin Agarwal – Managing Director of the Company.	None
12	No. of Board Meetings attended during the year 2022-23	6	8

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

sd/-

Ashok Ganesan
Company Secretary
FCS - 5190

Date: September 04, 2023
Place: Gurugram

PROCEDURE FOR REMOTE E-VOTING, VOTING AT AGM AND ATTENDING THE AGM

1. 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, the Members/Shareholders 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 in the Notice.
2. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 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.
3. 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. The Members/Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
4. The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	Monday, September 25, 2023, at 9.00 am
End of remote e-voting	Thursday, September 28, 2023, at 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.

5. The voting rights of the Members/Shareholders 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. Friday, September 22, 2023.
6. The details of the process and manner for remote e-voting and e-AGM are explained herein below:

Case A: Individual shareholders holding shares in demat mode.

Case B: Shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

i. **Case A: Individual shareholders holding shares in demat mode.**

Individual shareholders holding securities in Demat mode with National Securities Depository Limited ('NSDL')	A. User already registered for IDeAS facility:
	<ol style="list-style-type: none"> i. Open https://eservices.nsd.com ii. Click on the "Beneficial Owner" icon 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 bank name or E-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.
	B. User not registered for IDeAS e-Services:
	<ol style="list-style-type: none"> i. To register, open https://eservices.nsd.com either on a personal Computer or on a mobile. ii. Select 'Register Online for IDeAS' portal or click on https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. iii. Fill up the mandatory fields and click on Submit.
	C. By visiting the e-Voting website of NSDL:
	<ol style="list-style-type: none"> i. Open https://www.evoting.nsd.com/ either on a personal computer or on a mobile. ii. Click on the icon 'Login' which is available under 'Shareholder/Member' section. iii. You will be re-directed to a new screen. Enter your User ID (i.e. your sixteen digit Demat account number). It will require authentication through a password/OTP and a verification code as shown on the screen. iv. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. v. Click on bank name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ('CDSL')	<p>A. Existing user who has opted for Easi/Easiest</p> <ol style="list-style-type: none"> Click at https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com Click on New System Myeasi. Login with user ID and Password After successful login of Easi / Easiest, Option will be made available to reach e-voting page Click on e-voting service provider name to cast your vote <p>B. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Proceed with completing the required fields. <p>C. By visiting the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> Visit at www.cdslindia.com Provide Demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress.
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Individual Shareholders (holding securities in Demat mode) login through their depository participants	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>Once login, 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. Click on Bank Name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
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Important note: The Members/Shareholders 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

- ii. **Case B: Shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**
- Initial password is provided in the body of the e-mail.
 - Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
 - Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your votes.
 - After entering the correct details, click on LOGIN.
 - You will reach the 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 value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person
- and take utmost care to keep your password confidential.
- You need to login again with the new credentials.
 - On successful login, the system will prompt you to select the EVENT i.e 7651.
 - On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
 - The Members/Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.

- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. 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 subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
 - xi. The Corporate/institutional members (*i.e. other than individuals, HUF, NRI, etc.*) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutiniser through email at mhkgupta18@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BFL_EVENT No.'
 - xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).
7. The below are the instructions to vote during the meeting
- i. Only those Members/Shareholders, who will be present in the AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so, are eligible to vote at the AGM ('InstaVoting').
 - ii. The Members/Shareholders who have cast their vote through remote e-voting will be eligible to attend the AGM.
 - iii. The voting at AGM will be available at the end of the meeting after the Q&A session and shall be kept open for 15 minutes. The Members/Shareholders who are attending the AGM and have not cast their vote through remote-voting, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. The Members/Shareholders will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.
8. Instructions for the Members/Shareholders for attending the AGM
- i. The Members/Shareholders will be able to attend the AGM through VC/OAVM or view the live webcast of the AGM provided by KFinTech at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab 'video conference'. The link for attending the AGM will be available in Members login, where the EVENT no. (7651) and the name of the Company can be selected.
 - ii. The Members/Shareholders are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.
 - iii. Further, the Members/Shareholders registered as speakers will be required to allow camera during AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
 - iv. The Members/Shareholders may join the meeting using headphones for better sound clarity.
 - v. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
 - vi. The Members/Shareholders, who would like to express their views or ask questions during the AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from Monday, September 25, 2023, at 9.00 am to Thursday, September 28, 2023, at 5.00 pm. Only those Members/Shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Only questions of the Members/Shareholders holding shares as on the cut-off date will be considered.
 - vii. A video guide assisting the Members/Shareholders attending AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the 'How It Works' tab placed on top of the page.
 - viii. The Members/Shareholders who need technical assistance before or during the AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 309 4001.
9. Procedure for Registration of email and Mobile: securities in physical mode
- Pursuant to SEBI Circular number: SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, the Members/Shareholders holding shares in physical form are required to register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the Members/ Shareholders can register e-mail ID. The Members/ Shareholders can register/update the contact details through submitting the requisite form ISR-1 along with the supporting documents. Form ISR-1 can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- i. Through 'In Person Verification' (IPV): the authorised person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- ii. Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- iii. Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>
- iv. Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>
- v. For more information on updating the email ID and mobile number for shares held in electronic mode, you may please reach out to your Depository Participant, where the demat A/c is being maintained.

- 10. Post your Question:** The Members/Shareholders 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 remain open from Monday, September 25, 2023, at 9.00 am to Thursday, September 28, 2023, at 5.00 pm.

