



Sterlite Power Transmission Limited

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

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

CIN: U74120PN2015PLC156643 | Phone: +91- 124 -4562 000 | Fax: 0124- 4562075

Email: secretarial.grid@sterlite.com | www.sterlitepower.com

POSTAL BALLOT NOTICE

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

To,
The Members/ Shareholders of Sterlite Power Transmission Limited,

NOTICE is hereby given that pursuant to and in compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the “**MCA**”) for holding the general meetings / conducting postal ballot through e-voting vide 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; 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (the “**MCA Circulars**”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, including any statutory modification(s) or re-enactment(s) thereto, for the time being in force, the resolution appended below is proposed to be passed by the Members/ Shareholders of Sterlite Power Transmission Limited (the “**Company**”), by way of postal ballot through remote voting by electronic means only (“**remote e-voting**”) (“**Postal Ballot Notice**”).

The Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act pertaining to the resolution appended below, setting out all material facts mentioned on the business proposed in this Postal Ballot Notice is annexed hereto for your consideration.

The Board of Directors of the Company, on Thursday, July 11, 2024, appointed Ms. Mehak Gupta, Proprietor of M/s Mehak Gupta & Associates, Practicing Company Secretaries, (Membership No. F10703, COP No. 15013) as the Scrutinizer for conducting the postal ballot, only through the remote e-voting process, in a fair and transparent manner. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of Link Intime India Private Limited (“**Link Intime**”) as the agency to provide e-voting facility.

In accordance with the provisions of the MCA Circulars, the Members/ Shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its Members/ Shareholders to cast their votes electronically. The Members/ Shareholders are requested to read the instructions

in the Notes under the section “**General information and instructions relating to remote e-voting**” in this Postal Ballot Notice to cast their vote electronically. The Members/ Shareholders are requested to cast their vote through remote e-voting process **not later than 17:00 Hours IST on Monday, August 12, 2024**, failing which it will be strictly considered that no vote has been received from the Members/ Shareholders.

In accordance with the provisions of the MCA Circulars, the Company is also providing a facility to its Members/ Shareholders to register their e-mail addresses. Therefore, those Members/ Shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the Notes at S. No. 8 to this Postal Ballot Notice.

The Scrutinizer will submit her report to the Chairman of the Company or such other person, as may be authorized by the Chairman, after the completion of scrutiny of remote e-voting. The result of the Postal Ballot through remote e-voting along with the scrutinizer report shall be declared on or before **Monday, August 19, 2024**, by placing it on the website of the Company at <https://www.sterlitepower.com/downloads> and on the website of Link Intime at: <https://instavote.linkintime.co.in> and at the Registered Office and the Corporate Office of the Company.

Item No. 1:

Approval and ratification for entering into, executing, delivering, performing and consummating various transactions under Section 188 of the Companies Act, 2013.

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

“**RESOLVED THAT** pursuant to (A) the approval of the Board of Directors of the Company (“**Board**”) in its meeting dated October 05, 2023, March 05, 2024, and April 27, 2024, with respect to establishing a specialized power transmission platform in India with GIC Infra Holdings Pte. Ltd. (“**GIC**”) and/or any of its affiliates, and subsequently entering into agreements in furtherance of the same, namely: (i) the Second Amended and Restated Shareholders’ Agreement dated May 03, 2024, between Stretford End Investment Pte. Ltd. (“**Stretford**”), Sterlite Grid 32 Limited (“**SGL32**”), Twin Star Overseas Limited (solely with respect to the Sterlite Promoter Clauses) and the Company (“**Second A&R SHA**”); (ii) the Securities Subscription Agreement dated May 03, 2024 between Stretford, Anahera Investment Pte. Ltd. (“**Anahera**”), SGL32, and the Company (“**SSA**”); (iii) the Debenture Subscription Agreement dated May 03, 2024 between Anahera, SGL32, and the Company (“**DSA**”); (B) pursuant to the approval of the Audit Committee of the Board, in its meeting dated October 05, 2023, March 05, 2024 and April 27, 2024; (C) pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and all rules issued thereunder; and (D) any other approvals as may be required, and in accordance with the provisions of the Memorandum of Association (“**MoA**”) and the Articles of Association (“**AoA**”) of the Company, the consent of the Members/ Shareholders of the Company be and is hereby accorded to the Company, and the Members/ Shareholders of the Company do hereby ratify, entering into, delivering, performing, and consummating the following agreements and the transactions contemplated thereunder (*the key details of which are set out in the Explanatory Statement of the postal ballot notice*), and as may be decided by the Board of Directors in its absolute discretion:

- (i) Securities Purchase Agreement amongst Infrabridge Infrastructure Investment No. 2 S.A.R.L, Sterlite Grid 32 Limited, Sterlite Grid 13 Limited, Sterlite Grid 14 Limited, Sterlite Grid 18 Limited, Sterlite Grid 29 Limited, Mumbai Urja Marg Limited, Udupi Kasargode Transmission Limited, Lakadia-Vadodara Transmission Project Limited, Goa-Tamnar Transmission Project Limited and Sterlite Power Transmission Limited (**“AMP SPA”**);
- (ii) Share Purchase Agreement amongst Sterlite Grid 32 Limited, Sterlite Grid 13 Limited, Sterlite Grid 14 Limited, Sterlite Grid 18 Limited, Sterlite Grid 29 Limited, and Sterlite Power Transmission Limited (**“SPTL SPA”**); and
- (iii) Claim Management Agreement amongst Infrabridge Infrastructure Investment No. 2 S.A.R.L, Sterlite Grid 13 Limited, Sterlite Grid 14 Limited, Sterlite Grid 18 Limited, Sterlite Grid 29 Limited, Mumbai Urja Marg Limited, Udupi Kasargode Transmission Limited, Lakadia-Vadodara Transmission Project Limited, Goa-Tamnar Transmission Project Limited and Sterlite Power Transmission Limited.

RESOLVED FURTHER THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and all rules issued thereunder, the MoA and AoA of the Company, and any other approvals as may be required, the Members/ Shareholders of the Company do hereby ratify the transfer of securities as mentioned below (*representing 50% of the share capital of the entities*), owned by the Company, to the SGL32, as per the terms of the **SPTL SPA**:

S. No.	Entities	Number of Equity Shares
i.	Sterlite Grid 13 Limited	7,77,78,000
ii.	Sterlite Grid 14 Limited	60,000
iii.	Sterlite Grid 18 Limited	6,18,61,000
iv.	Sterlite Grid 29 Limited	3,90,69,483

RESOLVED FURTHER THAT the authorized representatives of the Company as may be determined by the Board, be and are severally authorized to: (i) negotiate, finalize and settle the terms and conditions of any documents to be executed pursuant to the aforesaid resolutions, expedient and/or incidental thereto; (ii) sign / execute any documents to be executed pursuant to the aforesaid resolutions, expedient and/or incidental thereto; (iii) amend, restatement, revise, modify or vary the terms of any documents to be executed pursuant to the aforesaid resolutions, expedient and/or incidental thereto; (iv) take all actions, deliver all documents, implement all steps, make all filings, applications, reporting and/or submissions, any documents to be executed pursuant to the aforesaid resolutions, expedient and/or incidental thereto; and (v) to all such acts, deeds and things, as may be necessary, proper or expedient in relation to the aforesaid resolutions, including any amendment, modification, revision, etc., thereto, as may be deemed fit, from time to time.

RESOLVED FURTHER THAT, the Directors and the Company Secretary of the Company be and are hereby severally authorized to certify a copy of these resolutions and provide the same to all concerned parties and relevant statutory authorities (if any).

RESOLVED FURTHER THAT, the authorized representatives of the Company as may be determined by the Board, be and are hereby severally authorized for and on behalf of the Company to do all such acts, deeds, matters and things as they may deem necessary, proper or desirable to give effect to the aforesaid resolutions without requiring the prior consent of the Members/ Shareholders of the Company including any amendment, modification, revision, etc., thereto, as may be deemed fit, from time to time.”

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

Sd/-
Ashok Ganesan
Company Secretary
FCS-5190

Date: July 12, 2024
Place: Gurugram

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO AND FORMING INTEGRAL PART OF THE POSTAL BALLOT NOTICE

The following Explanatory Statement relating to the accompanying Notice sets out the material facts:

Item No. 1

1. The Company, Stretford End Investment Pte. Ltd. ("**Stretford**") and Anahera Investment Pte. Ltd. ("**Anahera**") (affiliates of GIC Infra Holdings Pte. Ltd. ("**Affiliates of GIC**")), have established Sterlite Grid 32 Limited ("**SGL 32**"), as a joint venture specialized power transmission platform in India which shall *inter alia* participate in competitive bidding processes for acquisition, construction, development, operation and maintenance of and investment in both inter-state and intra-state power transmission infrastructure in India and provide relevant services including in relation to engineering, construction and procurement in relation to commissioning and maintenance of such power transmission infrastructure ("**Transaction**").
2. To authorize the Transaction, the Board of Directors of the Company passed a resolution on October 05, 2023, and March 05, 2024, approving the execution of (i) a securities subscription agreement and (ii) a shareholders' agreement, with an affiliate of GIC. In furtherance to the Transaction, the 1st tranche of the Transaction was concluded in March'2024 and the Members/Shareholders of the Company ratified the 1st tranche by according their approval through postal ballot on June 02, 2024.
3. The Audit Committee and the Board of Directors of the Company on April 27, 2024, passed further resolution to approve the 2nd tranche of the Transaction and to authorize the execution, delivery, performance and consummation of the following agreements/ documents. Thereafter, the following agreements were executed:
 - (i) Second Amended and Restated Shareholders' Agreement amongst Stretford End Investment Pte. Ltd., Sterlite Grid 32 Limited, Twin Star Overseas Limited (solely with respect to the Sterlite Promoter Clauses) and Sterlite Power Transmission Limited ("**Second A&R SHA**") - Executed on May 03, 2024
 - (ii) Securities Subscription Agreement amongst Stretford End Investment Pte. Ltd., Anahera Investment Pte. Ltd., Sterlite Grid 32 Limited, and Sterlite Power Transmission Limited ("**SSA**") - Executed on May 03, 2024
 - (iii) Debenture Subscription Agreement amongst Anahera Investment Pte. Ltd., Sterlite Grid 32 Limited, and the Company and Sterlite Power Transmission Limited ("**DSA**") - Executed on May 03, 2024
 - (iv) Securities Purchase Agreement amongst Infrabridge Infrastructure Investment No. 2 S.A.R.L, Sterlite Grid 32 Limited, Sterlite Grid 13 Limited ("**SGL13**"), Sterlite Grid 14 Limited ("**SGL14**"), Sterlite Grid 18 Limited ("**SGL18**"), Sterlite Grid 29 Limited ("**SGL29**"), Mumbai Urja Marg Limited ("**MUML**"), Udupi Kasargode Transmission Limited ("**UKTL**"), Lakadia-Vadodara Transmission Project Limited ("**LVTPL**"), Goa-Tamnar Transmission Project Limited ("**GTTPL**") and Sterlite Power Transmission Limited; ("**AMP SPA**") - Executed on May 15, 2024
 - (v) Share Purchase Agreement amongst Sterlite Grid 32 Limited, Sterlite Grid 13 Limited, Sterlite Grid 14 Limited, Sterlite Grid 18 Limited, Sterlite Grid 29 Limited, and Sterlite Power Transmission Limited; ("**SPTL SPA**"); and - Executed on May 22, 2024

(vi) Claim Management Agreement amongst Infrabridge Infrastructure Investment No. 2 S.A.R.L, SGL13, SGL14, SGL18, SGL29, MUML, UKTL, LVTPL, GTTPL and Sterlite Power Transmission Limited. - Executed on May 15, 2024

4. As part of the 2nd tranche of the Transaction, *inter alia* the following actions have already been undertaken:
- (i) In addition to the previous subscriptions, the Company has further subscribed to 25,50,000 Non-Convertible Debentures (“NCDs”) and 63,76,39,629 Compulsorily Convertible Debentures (“CCDs”) of SGL32 and Affiliates of GIC have subscribed to 2,88,23,529 equity shares, 24,50,000 NCDs, and 61,26,34,153 CCDs of SGL32. The Company holds 51% of the equity share capital of SGL32 and Stretford holds the remaining 49% of the equity share capital of SGL32;
 - (ii) Pursuant to AMP SPA and SPTL SPA, 100% shareholding of SGL13, SGL14, SGL18, and SGL29 has been acquired by SGL32.
 - (iii) The Company has entered into the Claim Management Agreement to set out the terms and conditions of the conduct and management of the Change in Law Claims and Shifting Window Claims (as defined under the Claim Management Agreement) related to MUML, LVTPL, GTTPL and UKTL) (and the respective rights and obligations of the parties in respect thereof).
5. Pursuant to the provisions of Section 188 of the Companies Act, 2013, the approval from the Members/ Shareholders is being sought for ratification of the entry into, execution, delivery, performance and consummation of the following agreements (amounting to related party transactions):
- (i) AMP SPA;
 - (ii) SPTL SPA; and
 - (iii) Claim Management Agreement;
6. Pursuant to Rule 15 of the Companies (Meeting of the Board and its Powers) Rules, 2014, the required particulars are set out below for the **(i) AMP SPA**:

#	Particular	Description
1	Name of related party	Sterlite Grid 32 Limited Sterlite Grid 13 Limited Sterlite Grid 14 Limited Sterlite Grid 18 Limited Sterlite Grid 29 Limited Mumbai Urja Marg Limited Udupi Kasargode Transmission Limited Lakadia-Vadodara Transmission Project Limited Goa-Tamnar Transmission Project Limited
2	Name of the director or key managerial personnel who is related, if any	Except to the extent of their shareholding, if any, in Sterlite Power Transmission Limited, none of the Directors, the Key Managerial Personnel and their relatives are concerned or interested in the said resolution.

		Further, Mr. Pratik Pravin Agarwal, a Director in Sterlite Grid 32 Limited is also Managing Director, in Sterlite Power Transmission Limited																																																												
3	Nature of relationship	Joint-Venture																																																												
4	Nature, material terms, monetary value and particulars of the contract or arrangements	<ul style="list-style-type: none"> The nature of the agreement is transfer of securities of the entities mentioned hereinbelow. The terms of these transactions are in accordance with definitive documentation approved by the Board in this regard. The monetary value of the transaction is as below: <table border="1"> <thead> <tr> <th>#</th> <th>Number of Securities</th> <th>Entities</th> <th>Consideration (INR)</th> </tr> </thead> <tbody> <tr> <td colspan="4">Equity Shares</td> </tr> <tr> <td>i.</td> <td>77,778,000</td> <td>Sterlite Grid 13 Limited</td> <td>821,697,338</td> </tr> <tr> <td>ii.</td> <td>60,000</td> <td>Sterlite Grid 14 Limited</td> <td>4,994,678</td> </tr> <tr> <td>iii.</td> <td>61,861,000</td> <td>Sterlite Grid 18 Limited</td> <td>621,372,076</td> </tr> <tr> <td>iv.</td> <td>39,069,483</td> <td>Sterlite Grid 29 Limited</td> <td>409,546,408</td> </tr> <tr> <td colspan="4">Non-Convertible Debentures</td> </tr> <tr> <td>v.</td> <td>241,761,763</td> <td>Sterlite Grid 13 Limited</td> <td>3,125,110,316</td> </tr> <tr> <td>vi.</td> <td>61,425,101</td> <td>Sterlite Grid 14 Limited</td> <td>809,587,195</td> </tr> <tr> <td>vii.</td> <td>98,228,803</td> <td>Sterlite Grid 18 Limited</td> <td>1,363,075,442</td> </tr> <tr> <td>viii.</td> <td>131,395,681</td> <td>Sterlite Grid 29 Limited</td> <td>1,804,101,189</td> </tr> <tr> <td colspan="4">Compulsorily Convertible Debentures</td> </tr> <tr> <td>ix.</td> <td>30,284,887</td> <td>Sterlite Grid 13 Limited</td> <td>319,949,228</td> </tr> <tr> <td>x.</td> <td>94,520,250</td> <td>Sterlite Grid 18 Limited</td> <td>949,422,815</td> </tr> <tr> <td>xi.</td> <td>17,612,513</td> <td>Sterlite Grid 29 Limited</td> <td>184,623,417</td> </tr> </tbody> </table> The transfer of securities was consummated in accordance with valuation requirements under the Companies Act, 2013 and/or as well as rules and regulations prescribed under FEMA and/or tax laws. 	#	Number of Securities	Entities	Consideration (INR)	Equity Shares				i.	77,778,000	Sterlite Grid 13 Limited	821,697,338	ii.	60,000	Sterlite Grid 14 Limited	4,994,678	iii.	61,861,000	Sterlite Grid 18 Limited	621,372,076	iv.	39,069,483	Sterlite Grid 29 Limited	409,546,408	Non-Convertible Debentures				v.	241,761,763	Sterlite Grid 13 Limited	3,125,110,316	vi.	61,425,101	Sterlite Grid 14 Limited	809,587,195	vii.	98,228,803	Sterlite Grid 18 Limited	1,363,075,442	viii.	131,395,681	Sterlite Grid 29 Limited	1,804,101,189	Compulsorily Convertible Debentures				ix.	30,284,887	Sterlite Grid 13 Limited	319,949,228	x.	94,520,250	Sterlite Grid 18 Limited	949,422,815	xi.	17,612,513	Sterlite Grid 29 Limited	184,623,417
#	Number of Securities	Entities	Consideration (INR)																																																											
Equity Shares																																																														
i.	77,778,000	Sterlite Grid 13 Limited	821,697,338																																																											
ii.	60,000	Sterlite Grid 14 Limited	4,994,678																																																											
iii.	61,861,000	Sterlite Grid 18 Limited	621,372,076																																																											
iv.	39,069,483	Sterlite Grid 29 Limited	409,546,408																																																											
Non-Convertible Debentures																																																														
v.	241,761,763	Sterlite Grid 13 Limited	3,125,110,316																																																											
vi.	61,425,101	Sterlite Grid 14 Limited	809,587,195																																																											
vii.	98,228,803	Sterlite Grid 18 Limited	1,363,075,442																																																											
viii.	131,395,681	Sterlite Grid 29 Limited	1,804,101,189																																																											
Compulsorily Convertible Debentures																																																														
ix.	30,284,887	Sterlite Grid 13 Limited	319,949,228																																																											
x.	94,520,250	Sterlite Grid 18 Limited	949,422,815																																																											
xi.	17,612,513	Sterlite Grid 29 Limited	184,623,417																																																											
5	Any other information relevant or important for the Members/ Shareholders to take a decision on the proposed resolution	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.																																																												

7. Pursuant to Rule 15 of the Companies (Meeting of the Board and its Powers) Rules, 2014, the required particulars are set out below for the (ii) SPTL SPA:

#	Particular	Description
1	Name of related party	Sterlite Grid 32 Limited

		<p>Sterlite Grid 13 Limited Sterlite Grid 14 Limited Sterlite Grid 18 Limited Sterlite Grid 29 Limited</p>																				
2	Name of the director or key managerial personnel who is related, if any	<p>Except to the extent of their shareholding, if any, in Sterlite Power Transmission Limited, none of the Directors, the Key Managerial Personnel and their relatives are concerned or interested in the said resolution.</p> <p>Further, Mr. Pratik Pravin Agarwal, a Director in Sterlite Grid 32 Limited is also Managing Director, in Sterlite Power Transmission Limited</p>																				
3	Nature of relationship	Joint-Venture																				
4	Nature, material terms, monetary value and particulars of the contract or arrangements	<ul style="list-style-type: none"> The nature of the agreement is transfer of securities of the entities mentioned hereinbelow. The terms of these transactions are in accordance with definitive documentation approved by the Board in this regard. The monetary value of the transaction is as below: <table border="1" data-bbox="776 1003 1479 1381"> <thead> <tr> <th>#</th> <th>Number of Equity Shares</th> <th>Entities</th> <th>Consideration (INR)</th> </tr> </thead> <tbody> <tr> <td>i.</td> <td>77,778,000</td> <td>Sterlite Grid 13 Limited</td> <td>83,22,24,600</td> </tr> <tr> <td>ii.</td> <td>60,000</td> <td>Sterlite Grid 14 Limited</td> <td>50,02,800</td> </tr> <tr> <td>iii.</td> <td>61,861,000</td> <td>Sterlite Grid 18 Limited</td> <td>62,97,44,980</td> </tr> <tr> <td>iv.</td> <td>39,069,483</td> <td>Sterlite Grid 29 Limited</td> <td>41,49,17,909</td> </tr> </tbody> </table> <ul style="list-style-type: none"> The transfer of securities was consummated in accordance with valuation requirements under the Companies Act, 2013 and/or as well as rules and regulations prescribed under FEMA and/or tax laws. 	#	Number of Equity Shares	Entities	Consideration (INR)	i.	77,778,000	Sterlite Grid 13 Limited	83,22,24,600	ii.	60,000	Sterlite Grid 14 Limited	50,02,800	iii.	61,861,000	Sterlite Grid 18 Limited	62,97,44,980	iv.	39,069,483	Sterlite Grid 29 Limited	41,49,17,909
#	Number of Equity Shares	Entities	Consideration (INR)																			
i.	77,778,000	Sterlite Grid 13 Limited	83,22,24,600																			
ii.	60,000	Sterlite Grid 14 Limited	50,02,800																			
iii.	61,861,000	Sterlite Grid 18 Limited	62,97,44,980																			
iv.	39,069,483	Sterlite Grid 29 Limited	41,49,17,909																			
5	Any other information relevant or important for the Members/ Shareholders to take a decision on the proposed resolution	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.																				

8. Pursuant to Rule 15 of the Companies (Meeting of the Board and its Powers) Rules, 2014, the required particulars are set out below for the **(iii) Claim Management Agreement:**

#	Particular	Description
1	Name of related party	Sterlite Grid 32 Limited Sterlite Grid 13 Limited Sterlite Grid 14 Limited Sterlite Grid 18 Limited Sterlite Grid 29 Limited Mumbai Urja Marg Limited Udupi Kasargode Transmission Limited Lakadia-Vadodara Transmission Project Limited Goa-Tamnar Transmission Project Limited
2	Name of the director or key managerial personnel who is related, if any	Except to the extent of their shareholding, if any, in Sterlite Power Transmission Limited, none of the Directors, the Key Managerial Personnel and their relatives are concerned or interested in the said resolution. Further, Mr. Pratik Pravin Agarwal, a Director in Sterlite Grid 32 Limited is also Managing Director, in Sterlite Power Transmission Limited
3	Nature of relationship	Joint-Venture
4	Nature, material terms, monetary value and particulars of the contract or arrangements	<ul style="list-style-type: none"> Agreement in order to set out the terms and conditions of the conduct and management of the change in law claims and shifting window claims related to the Mumbai Urja Marg Limited, Udupi Kasargode Transmission Limited, Lakadia-Vadodra Transmission Project Limited, Goa Tamnar Transmission Project Limited and inter-se rights amongst Sterlite Power Transmission Limited and InfraBridge Infrastructure Investment No. 2 S.A R.L (erstwhile AMP Capital Infrastructure Investment No. 2 S.A.R.L.), the erstwhile shareholders of the aforementioned entities. The monetary value is contingent upon materialization of claims and the same may go up to INR 700 Crores.
5	Any other information relevant or important for the Members/ Shareholders to take a decision on the proposed resolution	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

9. Except to the extent of their shareholding, if any, in Sterlite Power Transmission Limited, none of the Directors, the Key Managerial Personnel and their relatives are concerned or interested in the said resolution.
10. All documents referred to in this Postal Ballot Notice and the Explanatory Statement forming part thereof, will be available for inspection (electronically) of the Members/Shareholders on all working days (except Saturdays, Sundays and Holidays) up to the end date of remote e-voting.
11. The Board of Directors of the Company, therefore, commends passing of this resolution with or without modification(s), as set out in Item No. 1 of this Postal Ballot Notice by way of an **Ordinary Resolution**.

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

Sd/-
Ashok Ganesan
Company Secretary
FCS-5190

Date: July 12, 2024
Place: Gurugram

A. NOTES

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal set out in Item no. 1 is annexed with this Postal Ballot Notice.
2. The Postal Ballot Notice is being sent to the Members/Shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on **Friday, July 05, 2024** (“cut-off date”).
3. The Company has engaged the services of the Link Intime India Private Limited (“**Link Intime**”) to provide the facility of remote e-voting.
4. The remote e-Voting facility will be available during the following period:

EVEN	Commencement of e-voting	End of e-voting
240309	Sunday, July 14, 2024, 09:00 Hours IST.	Monday, August 12, 2024, 17:00 Hours IST

5. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those Members/Shareholders whose e-mail addresses are registered with the Company/Depositories. The Members/Shareholders may please note that the Postal Ballot Notice will also be available on the Company’s website at <https://www.sterlitepower.com/downloads>, and on the website of Link Intime at <https://instavote.linkintime.co.in>.
6. In accordance with the provisions of the MCA Circulars, the Members/Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to the Members/Shareholders for this Postal Ballot. The Members/Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date, will be considered for the purpose of remote e-voting.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the shareholders. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on the cut-off date. A person who is not a Member/Shareholder on the relevant date should treat this notice for information purpose only.
8. The Members/Shareholders holding shares in electronic form can verify/update their email address and mobile number with their respective Depository Participants. Members/Shareholders can also temporarily update their email address and mobile number with Link Intime, by following the procedure given below:
 - i. Visit the link <https://instavote.linkintime.co.in>. Select the company name: STERLITE POWER TRANSMISSION LIMITED
 - ii. Enter DPID Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and Permanent Account Number (“**PAN**”).

- iii. In case of shares which are held in physical form, if PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- iv. Enter the email address and mobile number.
- v. System will check the authenticity of the DPID Client ID/Physical Folio No. and PAN / Share Certificate No., as the case may be and send the OTPs to the said mobile number and email address, for validation.
- vi. Enter the OTPs received by SMS and Email to complete the validation process (Please note that the OTPs will be valid for 5 minutes only).
- vii. In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.
- viii. System will confirm the email address for the limited purpose of serving the Postal Ballot Notice and the remote e-voting instructions along with the User ID and Password.

Alternatively, the Members/Shareholders may send an email request to enotices@linkintime.co.in along with the scanned copy of their request letter duly signed by the 1st member, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate, in case shares are held in physical form, to enable Link Intime to temporarily register their email address and mobile number, and thereafter to issue the Postal Ballot Notice and the remote e-voting instructions along with the User ID and Password, through electronic mode. However, the Members/Shareholders holding shares in electronic form, will have to once again register their email address and mobile number with their Depository Participants, to permanently update the said information.

In case of any queries in this regard, the Members/ Shareholders are requested to write to enotices@linkintime.co.in or contact LINK INTIME at toll free number: +91-022-4918 6000.

9. Resolutions passed by the Members/Shareholders through postal ballot are deemed to have been passed, as if they have been passed at a General Meeting of the Members/Shareholders and if passed by the requisite majority, shall be deemed to have been passed on **Monday, August 12, 2024**, i.e., the last date specified for receipt of votes through the e-voting process.
10. In compliance with Sections 108 and 110 of the Act and the rules made thereunder and the MCA Circulars, the Company has provided the facility to the Members/Shareholders to exercise their votes electronically and vote on the resolutions through the remote e-voting service facility arranged by Link Intime. The instructions for remote e-voting are provided as part of this Postal Ballot Notice.
11. The Members/Shareholders desiring to exercise their vote through the remote e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to remote e-voting" in this Postal Ballot Notice. The Members/Shareholders are requested to cast their vote through the remote e-voting process not later than 17:00 Hours IST on **Monday, August 12, 2024**, failing which it will be strictly considered that no vote has been received from the Member/Shareholder.

12. The Scrutinizer will submit her report to the Chairman or to such other person as may be authorized by the Chairman, after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced, on or before **Monday, August 19, 2024** and will also be displayed on the website of the Company (<https://www.sterlitepower.com/downloads>) and Link Intime at <https://instavote.linkintime.co.in>. The result shall also be placed at the Registered Office and the Corporate Office of the Company.
13. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the remote e-voting process. The Members/Shareholders seeking to inspect such documents can send an email to secretarial.grid@sterlite.com.

B. GENERAL INFORMATION AND INSTRUCTIONS RELATING TO REMOTE E-VOTING INSTRUCTIONS

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

1. Login method for Individual shareholders holding securities in demat mode is given below:

a. Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.

- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

b. Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with User ID and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user will be able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

c. Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website

- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

d. Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the Company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for remote e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Individual Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Non-individual Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Non-individual Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

****Non-individual** Shareholders holding shares in **demat form**, shall provide ‘D’ above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
4. After selecting the desired option i.e. Favour / Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on 'No' and accordingly modify your vote.

e. Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. (b) above). The said form is to be signed by the Authorized Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organization ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

f. Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

g. Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholder can set the password of his/her choice by providing the information about the particulars of the

Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.