



**Sterlite Power Transmission Limited**

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

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**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 resolutions appended below are 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 (“**Postal Ballot Notice**”).

The Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act pertaining to the resolutions 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, at its meeting held on 5<sup>th</sup> day, March 2024, appointed Ms. Mehak Gupta, Proprietor of M/s Mehak Gupta & Associates, Practicing Company Secretaries, (Membership No. F10703) as the Scrutinizer for conducting the postal ballot, only through the e-voting process, in a fair and transparent manner.

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 e-voting**” in this Postal Ballot Notice to cast their vote electronically. The Members/ Shareholders are requested to cast their vote through e-voting process **not later than 17:00 Hours IST on Sunday, the 2<sup>nd</sup> day, of June 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 has made an arrangement for the 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 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 e-voting. The result of the Postal Ballot through e-voting along with the scrutinizer report shall be declared **on or before Friday the 7<sup>th</sup> day, June 2024**, by placing it on the website of the Company at <https://www.sterlitepower.com/downloads> and on the website of Link Intime India Private Limited (“LI IPL”) : <https://instavote.linkintime.co.in>.

**Item No. 1:**

**Appointment of Ms. Pooja Somani (DIN: 07131449) as an Independent Director of the Company to hold office for a period of 2 years effective from September 30, 2023, up to September 29, 2025**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, subject to such approval, permission, consent, sanction, as may be required, under any other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors, Ms. Pooja Somani (DIN: 07131449) who was appointed as an Additional Director in the capacity as Non-Executive and Woman Director (Independent) on September 30, 2023, being eligible for such appointment, has consented to act as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of an Independent Director, and who meets the criteria of Independence as provided under Section 149(6) of the Act, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a period of 2 years effective from September 30, 2023 up to September 29, 2025, as an Independent (Woman) Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as it may in its absolute discretion deem necessary, proper or desirable to give effect to the resolution.”

**Item No. 2:**

**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 and March 05, 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 amended and restated securities subscription agreement dated March 14, 2024 among, Stretford End Investment Pte. Ltd., Sterlite Grid 32 Limited (“**SGL 32**”) and the Company (“**AR & SSA**”); and (ii) the amended and restated shareholders agreement dated March 14, 2024 among Stretford End Investment Pte. Ltd., SGL 32, Twin Star Overseas Limited (solely with respect to the Sterlite Promoter Clauses) and the Company (“**AR & SHA**”); (B) pursuant to the approval of the Audit Committee of the Board, in its meeting dated October 05, 2023 and March 05, 2024; (C) pursuant to the Section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-

enactment 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 and the Articles of Association 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 (the key details of which are set out in the Explanatory Statement hereto), and as may be decided by the Board of Directors in its absolute discretion:

- (i) the Amended and Restated Securities Subscription Agreement (“**AR &SSA**”);
- (ii) the Amended and Restated Shareholders Agreement (“**AR & SHA**”);
- (iii) Business Transfer Agreement between SGL 32 and the Company (“**BTA**”);
- (iv) Management Services Agreement between SGL 32 and the Company (“**MSA**”);
- (v) Cross Charge Agreement between SGL 32 and the Company (“**Cross Charge Agreement**”); and
- (vi) Securities Subscription and Purchase Agreement between SGL 32, Sterlite Grid 19 Limited (“**SGL 19**”) and the Company (“**SGL 19 SSPA**”);

**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 thereof, for the time being in force) and all rules issued thereunder, the Memorandum and the Articles of Association of the Company, and any other approvals as may be required, the consent of the Members/ Shareholders of the Company be and is hereby accorded, and the Members/ Shareholders of the Company do hereby ratify to sell, assign, transfer, convey and deliver to SGL 32, as a going concern on a slump sale basis, the power transmission business of the Company in a manner as set out in the BTA, and as may be decided by the Board of Directors in its absolute discretion.

**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 thereof, for the time being in force) and all rules issued thereunder, the Memorandum and the Articles of Association of the Company, and any other approvals as may be required, the consent of the Members/ Shareholders of the Company be and is hereby accorded and the Members/Shareholders of the Company do hereby ratify to: (i) appoint SGL 32 to provide services to the Company; and (ii) license the assets of SGL 32, in consideration for a service fee payable by the Company, as per the terms stipulated in the MSA , and as may be decided by the Board of Directors in its absolute discretion.

**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 thereof, for the time being in force) and all rules issued thereunder, the Memorandum and the Articles of Association of the Company, and any other approvals as may be required, the consent of the Members/ Shareholders of the Company be and is hereby accorded and the Members/Shareholders of the Company do hereby ratify to charge back certain costs incurred by the Company, to SGL 32 and/or its subsidiaries/associate companies, along with applicable margin mark-up for common or shared facilities accessed by SGL 32 and/or its subsidiaries/associate companies, in accordance with the terms of the Cross Charge Agreement, and as may be decided by the Board of Directors in its absolute discretion.

**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 thereof, for the time being in force) and all rules issued thereunder, the Memorandum and the Articles of Association of the Company, and any other approvals as may be required, the Members/ Shareholders of the Company do hereby ratify the transfer of 1,050,000 equity shares, (representing 100% of the share capital of SGL 19) owned by the Company, to the SGL 32, as per the terms of the **SGL 19 SSPA**.

**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 thereof, for the time being in force) and all rules issued thereunder, (ii) pursuant to the board resolution dated March 05, 2024, (iii) pursuant to the resolution under Section 180 (1)(a) of the Companies Act, passed by the Members/ Shareholders of the Company dated September 29, 2023, and (iv) pursuant to the Memorandum and the Articles of Association of the Company, and any other approvals as may be required, the Member/ Shareholders of the Company do hereby take on record the sale, assignment, transfer, conveyance and delivery to SGL 32, the business of the Company in relation to: (a) bidding for, owning, developing, establishing and operating power transmission assets in India; (b) acquiring assets of or Securities in Persons bidding for, owning, developing, establishing and operating power transmission assets in India, which includes existing investments made by the Company into the project companies and intermediate holding companies; (c) providing engineering, procurement and construction services in relation to such transmission assets in India; and (d) providing operation and maintenance services in relation to such transmission, as a part of establishing a specialized power transmission platform in India with GIC.

**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 the 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 as, 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: May 02, 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

The Board of Directors of your Company on September 30, 2023, upon the recommendation of the Nomination and Remuneration Committee (“NRC”), approved the appointment of Ms. Pooja Somani (DIN: 07131449), as an Additional Director in the capacity as Non-Executive and Woman Director (Independent) of the Company for a period of 2 years with effect from September 30, 2023, up to September 29, 2025, whose office is not liable to retire by rotation.

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

Your Company has received the necessary declaration(s) from Ms. Pooja Somani confirming that she meets the criteria as prescribed under the Companies Act, 2013 (“the Act”).

Copy of the letter for her appointment as an Independent Director setting out the terms and conditions of appointment, is available for inspection by Members/ Shareholders in the manner as provided in the Notes to this Notice of Postal ballot.

In the opinion of the NRC and the Board of Directors, Ms. Pooja Somani fulfils the conditions of independence specified in the Act and is independent of the management.

Accordingly, it is proposed to seek approval of Members/Shareholders of the Company by way of a Special Resolution through Postal Ballot for appointment of Ms. Pooja Somani as an Independent Director on the Board of Directors of the Company to hold such office for a period of 2 years with effect from September 30, 2023, up to September 29, 2025, whose office is not liable to retire by rotation. The Board of Directors of the Company commends the Special Resolution set out in this Postal Ballot notice for the approval of the Members/ Shareholders.

Other than Ms. Pooja Somani and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice.

Disclosures as required under SS-2 issued by the Institute of Company Secretaries of India are annexed to this Postal Ballot Notice.

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 date of Voting.

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 a **Special Resolution**.

## Item No. 2

1. The Company and Stretford End Investment Pte. Ltd. (an affiliate of GIC) (“**Investor**”) along with other affiliates of GIC, have established Sterlite Grid 32 Ltd (“**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, approving the execution of (i) a securities subscription agreement and (ii) a shareholders agreement, with an affiliate of GIC. The Audit Committee and the Board of Directors of the Company on March 05, 2024, passed further resolution to authorize the execution, delivery, performance and consummation of the following agreements/ documents, thereafter, on March 14, 2024, these agreements were executed:
  - i. the Amended and Restated Securities Subscription Agreement,
  - ii. the Amended and Restated Shareholders Agreement.
  - iii. Business Transfer Agreement between SGL 32 and the Company (“**BTA**”);
  - iv. Management Services Agreement between SGL 32 and the Company (“**MSA**”);
  - v. Cross Charge Agreement between SGL 32 and the Company (“**Cross Charge Agreement**”); and
  - vi. Securities Subscription and Purchase Agreement between SGL 32, Sterlite Grid 19 Limited (“**SGL 19**”) and the Company (“**SGL 19 SSPA**”).
3. As part of the Transaction, the following actions have already been undertaken:
  - (i) The Company has subscribed to 2,66,43,990 equity shares; 2,66,43,990 Series I Compulsory Convertible Preference Shares; 5,00,00,000 Series II Compulsory Convertible Preference Shares and 16,29,97,937 compulsorily convertible debentures (“**CCDs**”) of SGL 32 and the Investor has subscribed to 2,57,43,245 equity shares, and 15,66,05,861 CCDs of SGL 32. The Company holds 51% of the equity share capital of SGL 32 and the Investor holds the remaining 49% of the equity share capital of SGL 32. The Company and the Investor may also provide debt funding to SGL 32 from time to time (including via non-convertible debentures);
  - (ii) SGL 32 has acquired 100% of the shareholding of Kishtwar Transmission Limited (“**KTL**”) and Nangalbibra Bongaigaon Transmission Limited (“**NBTL**”), from Sterlite Grid 24 Limited (“**SGL 24**”) and Sterlite Grid 26 Limited (“**SGL 26**”) (which are wholly owned subsidiaries of the Company) respectively, and has granted loans to KTL and NBTL;
  - (iii) SGL 32 has acquired 49% of the equity shareholding and CCDs of Fatehgarh III Beawar Transmission Limited (“**FBTL**”) from Sterlite Grid 19 Limited (“**SGL 19**”) as well as the shareholder loans granted to FBTL.
  - (iv) SGL 24, and SGL 26 have repaid or would repay all shareholder loans granted by the Company, in full, over a period of time;
  - (v) The Company has transferred the power transmission business to SGL 32 under the BTA;
  - (vi) The Company has entered into the MSA where SGL 32 will provide services to the Company and license the assets transferred by the Company to SGL 32 under the BTA, in consideration for a service fee payable by the Company to SGL 32;
  - (vii) The Company has entered into the Cross Charge Agreement for charging back certain costs incurred by the Company, to SGL 32 and its subsidiaries/associate companies, along with applicable margin;
  - (viii) SGL 32 has acquired 100% of the equity shareholding of SGL 19 from the Company;

4. Pursuant to the provisions of Section 188 of 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) Business Transfer Agreement between SGL 32 and the Company (“**BTA**”) for the purpose set out in detail in paragraph 5 below;
  - (ii) Management Services Agreement between SGL 32 and the Company (“**MSA**”) for the purpose set out in detail in paragraph 6 below;
  - (iii) Cross Charge Agreement between SGL 32 and the Company (“**Cross Charge Agreement**”) for the purpose set out in detail in paragraph 7 below;
  - (iv) Securities Subscription and Purchase and Agreement between SGL 32, SGL 19 and the Company (“**SGL 19 SSPA**”) for the purpose set out in detail in paragraph 8 below;
5. Pursuant to Rule 15(3)(3) of the Companies (Meeting of the Board and its Powers) Rules, 2014, the required particulars are set out below for the **Business Transfer Agreement**:

#	Particular	Description
1	Name of related party	Sterlite Grid 32 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 directly 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"> <li>• Agreement to sell, assign, transfer, convey and deliver to SGL 32, as a going concern on a slump sale basis, the power transmission business of the Company for a consideration of INR 1,94,37,422 (as supported by the valuation report dated March 14, 2024, prepared by INMACS Limited).</li> <li>• The slump sale of the power transmission business has been consummated at fair market value arrived as per Section 11UAE of Income Tax Act, 1961.</li> <li>• Terms of these transactions will be in accordance with definitive documentation approved by the Board in this regard.</li> </ul>
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.

6. Pursuant to Rule 15(3)(3) of the Companies (Meeting of the Board and its Powers) Rules, 2014, the required particulars are set out below for the **Management Services Agreement**:

#	Particular	Description
1	Name of related party	Sterlite Grid 32 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 directly 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"> <li>• Agreement to appoint SGL 32 to provide services to the Company and license the assets of the Company to SGL 32 under the BTA, in consideration for a service fee payable by the Company to SGL 32.</li> <li>• Fees will be paid to SGL 32 which shall be subject to a benchmarking analysis conducted by an independent chartered accountant.</li> <li>• Terms of these transactions will be in accordance with definitive documentation approved by the Board in this regard.</li> </ul>
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(3)(3) of the Companies (Meeting of the Board and its Powers) Rules, 2014, the required particulars are set out below for the **Cross Charge Agreement**:

#	Particular	Description
1	Name of related party	Sterlite Grid 32 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 directly 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"> <li>• Agreement to charge back certain costs incurred by the Company, to SGL 32 and its subsidiaries/ associate companies , along with applicable margin / mark-up.</li> <li>• Fees charged by the Company shall be subject to a benchmarking study to be conducted by a practicing Chartered Accountant.</li> <li>• Terms of these transactions will be in accordance with definitive documentation approved by the Board in this regard.</li> </ul>



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.
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8. Pursuant to Rule 15(3)(3) of the Companies (Meeting of the Board and its Powers) Rules, 2014, the required particulars are set out below for the **SGL 19 SSPA**:

#	Particular	Description
1	Name of related party	Sterlite Grid 32 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 directly 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"> <li>Agreement to transfer 1,050,000 equity shares, (representing 100% of the share capital of SGL 19) owned by the Company, to the SGL 32, for a consideration of INR 10,500,000 (as supported by the valuation report dated March 12, 2024, prepared by INMACS Limited).</li> <li>The transfer of securities will be 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.</li> <li>Terms of these transactions will be in accordance with definitive documentation approved by the Board in this regard.</li> </ul>
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 directly 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 date of 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. 2 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: May 02, 2024  
Place: Gurugram

**Additional information as required under Secretarial Standard 2 on General Meetings with respect to Director seeking appointment:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Ms. Pooja Somani</b>
1.	Director Identification Number (DIN)	07131449
2.	Date of Birth	April 04, 1983
3.	Date of Joining on Board	September 30, 2023
4.	Experience (including expertise in specific functional area)/Brief Resume	<p>Ms. Pooja Somani is a seasoned finance professional with nearly two decades of experience spanning across different sectors including Metals &amp; Mining, Power, and Auto e-commerce. She began her professional journey in October 2004 and gradually climbed the corporate ladder through various positions in treasury, business development, mergers &amp; acquisitions, corporate finance, audit &amp; accounting, and corporate strategy.</p> <p>Ms. Somani also served as a director on the Board of Talwandi Saboo Power Limited and Vedanta Star Limited, showcasing her involvement in strategic decision-making.</p> <p>Ms. Somani is currently the Chief Financial Officer (CFO) for the UAE and Australia operations of Cars24, in addition to her CFO responsibilities, she also assumed the role of Global Treasury Head within Cars24.</p> <p>Ms. Somani holds bachelor of commerce degree from University of Rajasthan and her professional credentials include being a fellow Member of both the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India.</p>
5.	Terms and Conditions of Re-appointment / fixation of Remuneration	Independent Director, not liable to retire by rotation, to hold office for a period of 2 years, with effect from September 30, 2023 up to September 29, 2025.
6.	Remuneration last Drawn	Not Applicable
7.	Remuneration proposed to be paid	Ms. Pooja Somani is entitled to receive sitting fees, and commission, if any, as may be determined by the Board, from time to time.
8.	Directorships in other Companies (excluding foreign and private Companies)	Ms. Pooja Somani holds the position of Independent Director in Sterlite Grid 32 Limited
9.	Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across all other public companies	<ol style="list-style-type: none"> <li>1. Sterlite Power Transmission Limited <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination and Remuneration Committee</li> </ol> </li> <li>2. Sterlite Grid 32 Limited <ol style="list-style-type: none"> <li>a. Audit Committee</li> </ol> </li> </ol>
10.	Shareholding in the Company	Nil
11.	Relationship with other Directors/ KMPs	None
12.	No. of Board Meetings attended during the year 2023-24 and 2024-25 (up to the date of Postal Ballot notice)	7

**Notes:**

1. **The explanatory statement pursuant to** Sections 102 and 110 of the Act stating all material facts and the reasons for the proposals set out in Item no. 1 and 2 is annexed herewith.
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 the 26<sup>th</sup> day of April 2024 (“**cut-off date**”).
3. The Company has engaged the services of the **Link Intime India Private Limited (“LIPL”)** to provide the facility of e-voting.
4. The remote e-Voting facility will be available during the following period:

<b>EVEN</b>	<b>Commencement of e-voting</b>	<b>End of e-voting</b>
240163	Saturday the 4 <sup>th</sup> day of May, 2024, 09:00 Hours IST.	Sunday the 2 <sup>nd</sup> day June, 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 LIPL at <https://instavote.linkintime.co.in>.
6. 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 LIPL, 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,** Members/Shareholders may send an email request to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) along with the scanned copy of their request letter duly signed by the 1<sup>st</sup> 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 LIPL to temporarily register their email address and mobile number, so as to enable 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, Members/ Shareholders are requested to write to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact LIPL at toll free number: +91-022-4918 6000.

7. 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 Friday, the 26<sup>th</sup> day of April, 2024, will be considered for the purpose of e-voting.
8. 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 Sunday 2<sup>nd</sup> day of June, 2024, i.e., the last date specified for receipt of votes through the e-voting process.
9. 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 Friday, the 26<sup>th</sup> day of April, 2024. A person who is not a Member/Shareholder on the relevant date should treat this notice for information purpose only.
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 e-voting service facility arranged by **LINKINTIME**. The instructions for e-voting are provided as part of this Postal Ballot Notice.
11. The Members/Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this Postal Ballot Notice. The Members/Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on Sunday the 2<sup>nd</sup> day June, 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 Friday, the 7<sup>th</sup> day of June 2024 and will also be displayed on the website of the Company (<https://www.sterlitepower.com/downloads>) and **LINKINTIME** at <https://instavote.linkintime.co.in>. The result shall also be placed at the Registered 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 e-voting process. The Members/Shareholders seeking to inspect such documents can send an email to [secretarial.grid@sterlite.com](mailto:secretarial.grid@sterlite.com)

**General information and instructions relating Remote e-Voting Instructions for shareholders:**

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.

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

**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.

**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](http://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 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.

**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.

**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 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:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; 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*

*\*Shareholders holding shares in **NSDL 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.

#### **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. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation 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).

**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](mailto: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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
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## 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 shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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”.