

STERLITE POWER TRANSMISSION LIMITED

CIN - U74120PN2015PLC156643

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

Corporate Office: DLF Cyber Park, Block B, 9th Floor, Udyog Vihar Phase III,

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NOTICE OF THE 9TH ANNUAL GENERAL MEETING

Notice is hereby given that the 9th (Ninth) Annual General Meeting ('9th AGM') of the Members/Shareholders of Sterlite Power Transmission Limited will be held on Friday, December 06, 2024, at 11.00 a.m. (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS:

1.

- a. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and the Statutory Auditors thereon; and in this regard and if deem fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:**

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors' and the Statutory Auditors' thereon, laid before this meeting, be and are hereby received, considered and adopted."

- b. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, and the report of the Statutory Auditors thereon; and in this regard and if deem fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:**

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, and the report of the Statutory Auditors' thereon, laid before this meeting, be and are hereby received, considered and adopted."

- 2. To appoint a Director in place of Mr. Pratik Pravin Agarwal (DIN: 03040062), who retires by rotation and being eligible, offers himself for re-appointment as a Director; and in this regard, if deem fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (*including any statutory modification(s) or re-enactment thereof, for the time being in force*), Mr. Pratik Pravin Agarwal (DIN: 03040062), who retires by rotation at this 9th Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company and his office shall be liable to retire by rotation."

SPECIAL BUSINESS

3. To consider and approve re-appointment of Mr. Pratik Pravin Agarwal (DIN: 03040062) as the Managing Director, for a period of 3 years effective from June 01, 2024, till May 31, 2027, and to fix his overall maximum remuneration; and in this regard, if deem fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, (hereinafter referred to as the “Board” which term shall include any Committee of the Board), consent of the Members/Shareholders be and is hereby accorded for the re-appointment of Mr. Pratik Pravin Agarwal (DIN: 03040062) as the Managing Director of the Company for a consecutive period of 3 years, liable to retire by rotation, and to hold such office with effect from June 01, 2024 up to May 31, 2027, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the notice of 9th Annual General Meeting of the Company and forming part of this resolution.

RESOLVED FURTHER THAT subject to the overall maximum remuneration (*as set out in the explanatory statement annexed to the notice of 9th Annual General Meeting of the Company*) approved by the Members/Shareholders, in the event of absence or inadequacy of profits in any financial year, the Board or Nomination and Remuneration Committee of the Company shall pay such remuneration, by way of salary, perquisites and/ or allowance, (*within the overall maximum remuneration approved by the Shareholders/Members in the 9th AGM of the Company*) in compliance with provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force).

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

RESOLVED FURTHER THAT the Board of Directors and/ or the Nomination and Remuneration Committee, be and are hereby authorized to do all such acts, deeds, things, as may be necessary, proper or expedient for the purpose of giving effect to the aforesaid resolution.”

4. To consider and approve appointment of Mr. Anoop Seth (DIN: 00239653), as the Non-Executive and Independent Director, for a consecutive period of 5 years, effective from April 02, 2024, till April 01, 2029; and in this regard and if deem fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment

thereof for the time being in force) and pursuant to the Articles of Association of the Company and pursuant to the recommendations of the Nomination and Remuneration Committee and the approval of the Board of Directors, Mr. Anoop Seth (DIN - 00239653) who has been appointed as an Additional Director of the Company in the capacity of Non-executive and Independent Director with effect from April 02, 2024, and who has submitted a declaration of independence in terms of Section 149 of the Act and applicable rules made thereunder, and is eligible for such appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive and Independent Director of the Company, not liable to retire by rotation, for the 2nd term for 5 consecutive years effective from April 02, 2024, till April 01, 2029, on such terms and conditions as detailed in the explanatory statement annexed to the notice of 9th Annual General Meeting of the Company and forming part of this resolution..

RESOLVED FURTHER THAT the Board of Directors, be and is hereby severally authorized to do all such acts, deeds, things, as may be necessary, proper or expedient to give effect to this resolution.”

5. **To consider and approve appointment of Mr. Reshu Madan (DIN: 10652503) as the Whole Time Director, for a period of 3 years, effective from June 01, 2024, till May 31, 2027, and to fix his overall maximum remuneration; and in this regard, if deem fit, to pass the following resolution, with or without modification(s), as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, (hereinafter referred to as the “Board” which term shall include any Committee of the Board), Mr. Reshu Madan (DIN: 10652503) who has been appointed as an Additional Director of the Company in the capacity of Whole Time Director with effect from June 01, 2024, be and is hereby appointed as the Whole Time Director of the Company for a consecutive period of 3 years, liable to retire by rotation, to hold such office with effect from June 01, 2024 up to May 31, 2027, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the notice of 9th Annual General Meeting of the Company and forming part of this resolution.

RESOLVED FURTHER THAT subject to the overall maximum remuneration (*as set out in the explanatory statement annexed to the notice of 9th Annual General Meeting of the Company*) approved by the Members/Shareholders, in the event of absence or inadequacy of profits in any financial year, the Board or Nomination and Remuneration Committee of the Company shall pay such remuneration, by way of salary, perquisites and/ or allowance (*within the overall maximum remuneration approved by the Shareholders/Members in the 9th AGM of the Company*) , in compliance with provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force).

RESOLVED FURTHER THAT the Board of Directors and/ or the Nomination and Remuneration Committee of the Company, be and are hereby authorized to alter and vary the terms and conditions of the appointment and / or remuneration subject to the same not exceeding the overall maximum

remuneration approved by the Members/Shareholders vide this special resolution.

RESOLVED FURTHER THAT the Board of Directors and/ or the Nomination and Remuneration Committee, be and are hereby authorized to do all such acts, deeds, things, as may be necessary, proper or expedient for the purpose of giving effect to the aforesaid resolution.”

6. **To consider and approve continuation of Mr. Pravin Agarwal as a Non-Executive Director of the Company on attaining the age of 70 (seventy years), and in this regard, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the relevant provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the Articles of Association of the Company and pursuant to the approval of the Board of Directors of the Company on August 23, 2024, approval of the Members/ Shareholders of the Company be and is hereby accorded, for the continuation of office of Mr. Pravin Agarwal (DIN: 00022096) as a Non-executive Director of the Company, who has attained the age of 70 years.

RESOLVED FURTHER THAT that the Board of Directors (hereinafter referred to as the “Board” which expression shall also include any Committee duly constituted by the Board) of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to the aforesaid resolution.”

7. **To consider and approve payment of commission to the Non-Executive Directors of the Company; and in this regard, if deem fit, to pass the following resolution, with or without modification(s), as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendation of the Board of Directors vide its resolution dated August 13, 2024, the consent of the Members/Shareholders be and is hereby accorded for payment of commission, out of net profits of the Company or otherwise, for the financial year 2023-24, to the following Non-executive Directors of the Company, for the contribution towards the growth of the Company in addition to their, contribution at the Board and Board Committee Meetings:

Director	Designation	Commission (Amount In INR)
Mr. Pravin Agarwal	Non-executive Director	2,00,00,000
Mr. A.R. Narayanaswamy (<i>tenure completed as an Independent Director w.e.f. July 21, 2024</i>)	Independent Director (<i>erstwhile</i>)	12,00,000
Mr. Anoop Seth	Independent Director	34,00,000
Ms. Pooja Somani	Independent Director	12,00,000
Total		2,58,00,000

RESOLVED FURTHER THAT the Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things, as may be necessary, proper or expedient for the purpose of giving effect to the aforesaid resolution.”

8. **To consider and approve the remuneration of the Cost Auditors for financial year 2024-25; and in this regard, if deem fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee and pursuant to the approval of the Board of Directors, approval of the Members/ Shareholders of the Company be and is hereby accorded for payment of remuneration of INR 3,25,000/- (Indian Rupees Three Lakhs Twenty Five Thousand Only) plus applicable taxes to M/s. Kiran Chandrakant Naik (FRN 103055), Cost Auditors, for audit of the cost records of the Company for the financial year 2024-25.

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

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

“**RESOLVED THAT** pursuant to the provisions of Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013, read with all relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the Memorandum and the Articles of Association of the Company, the consent of the Members/ Shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include committee(s) of the Board, constituted or to be constituted, to exercise certain powers of the Board, including the powers accorded by this resolution), for making offer(s) or invitation(s) to subscribe to the issue of secured / unsecured Non-Convertible Debentures on a private placement basis, in one or more series / tranches on such terms and conditions as the Board may, from time to time, in its absolute discretion determine and/ or consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto; such that the aggregate amount does not exceed INR 1,500 Crores (Indian Rupees One Thousand Five Hundred Crores only) during a period of 1 (one) year from the date of passing of this resolution and that the said borrowing shall be within the overall borrowing limit of the Company as prescribed under Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient, and for giving effect to this resolution inter-alia to execute all such deeds, documents, writings, agreements, memorandum etc. as may be necessary, including, but not limited to, accepting such terms and conditions to borrow money; to issue, offer and allot requisite number of

Non-Convertible Debentures, as may be desired by the lenders; resolve or settle any question, difficulty, dispute or doubt; further delegate the powers / authorities expressly or impliedly granted under this resolution to any of its committees, employees / officers of the Company, authorized representative(s); hiring any consultants, agents, advisors etc. and generally to do or undertake such activities and execute such documents as the Board may in its absolute discretion deem fit, proper or appropriate without the necessity of seeking any further consent or approval from the Members/Shareholders.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient, and for giving effect to this resolution inter-alia to execute all such deeds, documents, writings, agreements, memorandum etc. as may be necessary, including, but not limited to, accepting such terms and conditions to borrow money; to issue, offer and allot requisite number of Non-Convertible Debentures, as may be desired by the lenders; resolve or settle any question, difficulty, dispute or doubt; further delegate the powers / authorities expressly or impliedly granted under this resolution to any of its committees, employees / officers of the Company, authorized representative(s); hiring any consultants, agents, advisors etc. and generally to do or undertake such activities and execute such documents as the Board may in its absolute discretion deem fit, proper or appropriate without the necessity of seeking any further consent or approval from the Members/Shareholders.”

10. To consider and approve alteration in the Articles of Association of the Company; and in this regard, if deem fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

“**RESOLVED THAT** pursuant to Sections 5, 14 and 15 of the Companies Act, 2013 (“**the Act**”) and other applicable provisions, if any, of the Act and applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to all such approval(s), consent(s), permission(s) and sanction(s), if any, of the appropriate authorities, and pursuant to the approval of the Board of Directors and all other applicable laws and regulations, if any, consent of the Members/Shareholders of the Company be and is hereby accorded to alter the Articles of Association of the Company by including the following Article 34A after the existing Article 34 in the existing Articles of Association of the Company:

34A.

- (i) *Share warrants may be issued as per the provisions of applicable Law.*
- (ii) *The Board of Directors may in its absolute discretion issue share warrants subject to, and in accordance with the provisions of the applicable laws.*

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (which term shall include committee(s) of the Board, constituted or to be constituted, to exercise certain powers of the Board, including the powers accorded by this Resolution), the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper,

desirable or expedient, in the best interest of the Company; and to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment; and generally to do or undertake such activities and execute such documents as the Board and/or the Chief Financial Officer and/or the Company Secretary of the Company may in their absolute discretion deem fit, proper or appropriate without the necessity of seeking any further consent or approval from the Members/Shareholders.”

11. To consider and approve increase in the Authorized Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company; and in this regard and if deem fit, to pass the following resolution, with or without modification(s), as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of the Articles of Association and Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with the rules framed thereunder, including any statutory amendment(s) thereto or modification(s) or re-enactment(s) thereof, for the time being in force and subject to all such approval(s), consent(s), permission(s) and sanction(s), if any, of the appropriate authorities, and pursuant to the approval of the Board of Directors and all other applicable laws and regulations, consent of the Members/Shareholders of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from to INR 2000,00,00,000 (Indian Rupees Two Thousand Crores Only) to INR 2020,00,00,000 (Indian Rupees Two Thousand Twenty Crores Only), by creation of 2,00,00,000 (Two Crores) additional Compulsory Convertible Preference Shares of INR 10/- (Indian Rupees Ten only) each aggregating to INR 20,00,00,000 (Indian Rupees Twenty Crores Only).

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 of the Companies Act, 2013, the existing Clause 5th of the Memorandum of Association of the Company be and is hereby altered and substituted as under:

5th The Authorised Share Capital of the Company is INR 2020,00,00,000 (Indian Rupees Two Thousand Twenty Crores Only) divided into the following:

- (a) 638,02,50,000 (Six Hundred Thirty-Eight Crores and Two Lakhs Fifty Thousand) Equity Shares of INR 2 each (Indian Rupees Two only) aggregating to INR 1276,05,00,000 (Indian Rupees One Thousand Two Hundred Seventy-Six Crores and Five Lakhs Only); and*
- (b) 47,00,00,000 (Forty-Seven Crores only) Optionally Convertible Redeemable Preference Shares of INR 10 each (Indian Rupees Ten Only) aggregating to INR 470,00,00,000 (Indian Rupees Four Hundred Seventy Crores Only); and*
- (c) 126,97,50,000 (One Hundred Twenty-Six Crores Ninety-Seven Lakhs Fifty Thousand) Redeemable Preference Shares of INR 2 each (Indian Rupees Two Only) aggregating to INR 253,95,00,000 (Indian Rupees Two Hundred Fifty-Three Crores Ninety-Five Lakhs Only); and*
- (d) 2,00,00,000 (Two Crores) Compulsory Convertible Preference shares of INR 10/- each aggregating to INR 20,00,00,000 (Indian Rupees Twenty Crores Only)*

The Company shall have power to increase and/or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such differential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and vary, modify or abrogate any

such rights, privileges and/or conditions in such manner as may be permitted by the Articles of the Company or the Legislative provisions for the time being in force in that behalf.

The minimum paid up capital of the Company shall be INR 5,00,000 (Indian Rupees Five Lakh only)

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (hereinafter referred to as '**the Board**' which term shall be deemed to include any committee of the Board of Directors), the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company; and to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment; and generally to do or undertake such activities and execute such documents as the Board and/or the Chief Financial Officer and/or the Company Secretary of the Company, may in its absolute discretion deem fit, proper or appropriate without the necessity of seeking any further consent or approval from the Members/Shareholders."

12. To consider and approve, offer and issuance of 1,53,17,134 Compulsorily Convertible Preference Shares ("CCPS") and 200 Equity Shares on preferential allotment basis by way of private placement; and in this regard, if deem fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

"RESOLVED THAT pursuant to:

- (i) the provisions of Sections 23(1)(b), 42, 55, 62(1)(c) read along with the Rules 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, framed thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**")
- (ii) the provisions of Foreign Exchange Management Act, 1999, and the Foreign Exchange Management (Non-Debt Instrument) Rules, 2019, and Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 and all other rules framed thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India and the Reserve Bank of India) ("**FEMA**"), as may be applicable;
- (iii) all other applicable laws, if any;
- (iv) the provisions of Memorandum and Articles of Association of the Company;

- (v) the Shareholders' Agreement dated November 08, 2024 executed by and amongst the Company, Twin Star Overseas Limited, South Asia Growth Fund III Holdings LLC and South Asia EBT Trust III and Volrado Venture Partners Fund III - BETA ("**SHA**") and the Securities Subscription Agreement proposed to be executed by and amongst the Company, Twin Star Overseas Limited, South Asia Growth Fund III Holdings LLC and South Asia EBT Trust III ("**GEF SSA**") as well as the Securities Subscription Agreement proposed to be executed by and amongst the Company, Twin Star Overseas Limited and Volrado Venture Partners Fund III - BETA, acting through its trustee Real Trustee Advisory Company Private Limited ("**Volrado SSA**") (South Asia Growth Fund III Holdings LLC, South Asia EBT Trust III and Volrado Venture Partners Fund III – BETA, acting through its trustee Real Trustee Advisory Company Private Limited shall collectively be referred to as the "**Investors**"; and GEF SSA along with Volrado SSA shall collectively be referred to as the "**Subscription Agreements**": and
- (vi) the recommendation made by the Audit Committee and the approval of the Board of Directors of the Company at its meeting held on October 25, 2024; and
- (vii) subject to the increase in the Authorized Share Capital of the Company with respect to the CCPS;

the consent of the Members/ Shareholders of the Company be and is hereby accorded by way of a Special Resolution for the issue and offer of:

- (i) 1,53,17,134 Compulsorily Convertible Preference Shares ("**CCPS**") having face value of INR 10/- (Indian Rupees Ten only) each CCPS, at a premium of INR 463.32/- (Indian Rupees Four Hundred Sixty Three and Paise Thirty Two only) per CCPS; and
- (ii) 200 Equity Shares ("**Investor Equity Shares**") having face value of INR 2/- (Indian Rupees Two only) each at a premium of INR 471.32/- (Indian Rupees Four Hundred Seventy One and Paise Thirty Two only) per Equity Share,

(CCPS and Investor Equity Shares shall collectively be referred to as the "**Subscription Securities**") for an aggregate consideration of INR 725,00,00,530 (Indian Rupees Seven Hundred Twenty Five Crores and Five Hundred Thirty only) ("**Subscription Consideration**"), in one or more tranches ("**Issue**") to the Investors, on a preferential allotment basis by way of private placement through issue of serially numbered private placement offer cum application letter recorded as Form PAS – 4 ("**Offer Letter**") on such terms and conditions in accordance with the provisions of the Companies Act, 2013, and in the manner set out in the Agreements executed/proposed to be executed with the Investors:

S. No.	Name and address of the Investor	Number of CCPS	Number of Equity Shares	Face value per CCPS (in INR)	Face value per Equity Share (in INR)	Premium per CCPS (in INR)	Premium per Equity Share (in INR)	Subscription Consideration (in INR)
1.	South Asia Growth Fund III Holdings LLC Address: 2140, South Dupont Highway, Camden, Delaware -19934 Email: ops@gefcapital.com	93,97,550	100	10	2	463.32	471.32	444,80,95,698
2.	South Asia EBT Trust III Address: Q 606, Veena Dynasty Complex, Evershine City, Vasai East, Palghar- 401209, Maharashtra, India Email: trusteeship@orbisfinancial.in	109,661	-	10	-	463.32	-	5,19,04,745
3.	Volrado Venture Partners Fund III - BETA, acting through its trustee Real Trustee Advisory Company Private Limited Address: 128/129, 12th Floor, Mittal Chamber, Nariman Point, Mumbai, Maharashtra, India, 400021 Email: gautam@enam.com	58,09,923	100	10	2	463.32	471.32	275,00,00,087
	Total	1,53,17,134	200					725,00,00,530

RESOLVED FURTHER THAT the material terms of the CCPS as enclosed as **Annexure A** to this resolution, be and is hereby approved and that it shall form an integral part of this resolution.

RESOLVED FURTHER THAT the draft of the Offer Letter in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, be and is hereby approved and the Offer Letter shall be circulated only after filing the shareholders' resolution approving the Issue, on preferential allotment basis by way of private placement, with the concerned Registrar of Companies ("**RoC**").

RESOLVED FURTHER THAT a copy of the valuation certificate dated October 25, 2024, issued by INMACS Valuers Pvt. Ltd (Registration Number: IBBI/RV-E/02/2021/141), a registered valuer, determining the fair

market value of the shares of the Company as on October 09, 2024, a copy whereof was placed before the Board in its meeting held on October 25, 2024, be and is hereby noted and taken on record.

RESOLVED FURTHER THAT a copy of the valuation certificate, issued by INMACS Limited (SEBI Registration Number: INM000012908), a SEBI Registered Category I Merchant Banker dated October 25, 2024, determining the fair market value of the shares of the Company as on October 09, 2024, a copy whereof was placed before the Board in its meeting held on October 25, 2024, be and is hereby noted and taken on record.

RESOLVED FURTHER THAT the Company shall record the name of the Investors and maintain such record of private placement offer of the Subscription Securities in Form PAS-5 under the Companies (Prospectus and Allotment of Securities) Rules, 2014.

RESOLVED FURTHER THAT the Board of directors of the Company and/or the Allotment Committee of the Board and/or the Company Secretary, be and are hereby severally authorized to make and accept any modifications in the Offer Letter and Form PAS-5 and to settle all questions or difficulties that may arise in regard to the Issue including amending or modifying any of the terms of such Issue or allotment, as may be made pursuant to and in accordance with the Agreements executed or proposed to be executed with the Investors, or otherwise.

RESOLVED FURTHER THAT monies received by the Company from the Investors as share application monies to allot the Subscription Securities, pursuant to the Issue, shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Act.

RESOLVED FURTHER THAT the Company shall not utilize the proceeds of the Issue until filing of e-Form PAS-3 with the concerned Registrar of Companies.

RESOLVED FURTHER THAT the Board of directors of the Company and/or the Allotment Committee of the Board and/or the Company Secretary, be and are hereby severally authorized to accept any change(s) or modification(s) as may be suggested by the appropriate authorities and/or agreed pursuant to and in accordance with the Agreements, executed/proposed to be executed with the Investors, and to execute forms on behalf of the Company and do all such other acts, deeds, matters or things as may be necessary, appropriate, expedient or desirable to give effect to this resolution, with further powers to delegate all or any of the above authorities conferred to them to any officer(s)/authorized person(s) of the Company, including but not limited to:

- (i) signing and sending the relevant Offer Letter to the Investors and to sign and maintain form PAS-5 in accordance with the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014;
- (ii) to file e-Form PAS-3 and other relevant documents with the concerned Registrar of Companies;
- (iii) making all applications/filings to the appropriate authorities including the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed there under; and
- (iv) to settle all such questions, difficulties or doubts that may arise in relation to the offer/Issue, allotment and utilization of the proceeds and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient in implementation of this resolution.

RESOLVED FURTHER THAT the Directors, the Company Secretary and the Chief Financial Officer of the Company be and is hereby authorized to severally execute or sign all and any agreements, documents, forms, deeds and writings and to take all and any actions and steps as may be necessary, expedient or appropriate to complete the issue and allotment of the Subscription Securities by the Company without limitation and submit all filings with the ROC.

RESOLVED FURTHER THAT any directors or the Company Secretary of the Company be and are hereby severally authorized to certify a copy of this resolution and issue the same to all concerned parties.”

13. To consider and approve offer and issuance of 31,69,103 Equity Shares on preferential allotment basis by way of private placement; and in this regard, if deem fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

“RESOLVED THAT pursuant to:

- (i) the provisions of Sections 23(1)(b), 42, 62(1)(c), 62(3) read along with the Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, framed thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”);
- (ii) all other applicable laws, if any;
- (iii) the provisions of the Memorandum of Association and Articles of Association of the Company;
- (iv) the recommendation made by the Audit Committee and the approval of the Board of Directors of the Company at its meeting held on October 25, 2024; and
- (v) in supersession to the earlier resolution passed by the Members/Shareholders on May 13, 2023

the consent of the Members/Shareholders of the Company be and is hereby accorded by way of a Special Resolution for the issue, offer and allotment of 31,69,103 Equity Shares having face value of INR 2 (Indian Rupees two only) each per equity share (“**Equity Shares**”) at a premium of INR 471.32/- (Indian Rupees Four Hundred Seventy One and Paise Thirty Two only) per Equity Share, aggregating to INR 473.32/- (Indian Rupees Four Hundred Seventy three and Paise Thirty Two only) per Equity Share, to PTC Cables Private Limited (“**PTC Cables**”), in lieu of full and final satisfaction of the principal amount of the loan of INR 150,00,00,000 (Indian Rupees One Hundred and Fifty Crores only) advanced by PTC Cables to the Company (“**Issue**”) and in accordance with the provisions of the Act:

S. No.	Name and address of the Investor	Number of Equity Shares	Face value per Equity Share (in INR)	Share Premium per Equity Share (in INR)	Aggregate Value per Equity Share (in INR)
1.	PTC Cables Private Limited Address: 137 Cotton Street, Kolkata, West Bengal, India, 700001 Email: rkn1950@gmail.com	31,69,103	2/-	471.32/-	473.32/-

RESOLVED FURTHER THAT a copy of the valuation certificate dated October 25, 2024, issued by INMACS Valuers Pvt Ltd (Registration Number: IBBI/RV-E/02/2021/141), a registered valuer, determining the fair market value of the shares of the Company as on October 09, 2024, a copy whereof was placed before the Board in its meeting held on October 25, 2024, be and is hereby noted.

RESOLVED FURTHER THAT the Board of directors of the Company and/or the Allotment Committee of the Board, and/or the Company Secretary of the Company, be and are hereby authorized to accept all such change(s) or modification(s) as may be suggested by the appropriate authorities and/or agreed pursuant to and in accordance with this resolution, to execute forms on behalf of the Company and do all such other acts, deeds, matters or things as may be necessary, appropriate, expedient or desirable to give effect to this resolution, with further powers to delegate all or any of the above authorities conferred to the Board/the Allotment Committee/the Company Secretary to any Board Committee/officer(s)/authorized person(s) of the Company, including but not limited to:

- (i) to file e-Form PAS-3 and other relevant documents with the concerned Registrar of Companies;
- (ii) making all applications/filings with the appropriate authorities; and
- (iii) to settle all such questions, difficulties or doubts that may arise in relation to the above, including allotment and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient in implementation of this resolution.

RESOLVED FURTHER THAT any directors or the Company Secretary of the Company be and are hereby severally authorized to certify a copy of this resolution and issue the same to all concerned parties.

14. To consider and approve, offer and issuance of 60,00,169 Share Warrants on preferential allotment basis by way of private placement; and in this regard, if deem fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

“RESOLVED THAT pursuant to:

- (i) the provisions of Sections 23(1)(b), 42, 62(1)(c), 62 (3) read along with the Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, framed thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India) and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”);
- (ii) all other applicable laws, if any;
- (iii) the provisions of Memorandum and Articles of Association of the Company; and
- (iv) the recommendation made by the Audit Committee and the approval of the Board of Directors of the Company at its meeting held on October 25, 2024,

the consent of the Shareholders/ Members of the Company be and is hereby accorded by way of a Special Resolution for the issue and offer of 60,00,169 (Sixty Lakh One Hundred and Sixty Nine) Share Warrants (“**Share Warrants**”) having face value of INR 2 (Indian Rupees Two only) each per Share Warrant at a premium of INR 471.32/- (Indian Rupees Four Hundred Seventy One and Paise Thirty Two only) per Share Warrant for an aggregate amount of INR 284,00,00,000/- (Indian Rupees Two Hundred and Eighty Four Crores only) (“**Subscription Consideration**”), (“**Issue**”) to PTC Cables Private Limited (“**PTC Cables**”), on a

preferential allotment basis by way of private placement through issue of serially numbered private placement offer cum application letter recorded as Form PAS – 4 (“**Offer Letter**”) on such terms and conditions in accordance with the provisions of the Act:

S. No.	Name and address of the Investor	Number of Share Warrants	Face value per Share Warrant (in INR)	Premium per Share Warrant (in INR)	Subscription Consideration Amount (in INR)
1.	PTC Cables Private Limited Address: 137 Cotton Street, Kolkata, West Bengal, India, 700001 Email: rkn1950@gmail.com	60,00,169	2/-	471.32/-	284,00,00,000

RESOLVED FURTHER THAT the terms and conditions for the issuance of Share Warrants shall be as under:

- The allotted warrants shall convert into common equity shares of the Company at a pre-money equity valuation of INR 6,675 Crores (Indian Rupees Six Thousand Six Hundred Seventy Five Crores only)
- No. of Warrants: 60,00,169
- Conversion ratio: 1 Share Warrant would be converted into 1 common equity share of the Company
- Conversion price per Share Warrant: INR 473.32 per Equity Share
- Conversion period: Within 30 months from date of allotment of Share Warrants, in one or more tranches
- Aggregate consideration: INR 284 Crores
- Warrants Subscription Amount: INR 14.20 Crores (i.e. 5% of the aggregate consideration) to be paid upfront by PTC Cables before allotment of Share Warrants
- Share Warrants exercise amount: Amount of INR 269.80 Crores payable in one or more tranches within 30 months from the date of allotment of warrants
- Share Warrants lock-in: 12 months
- Transferability post lock-in: PTC Cables is free to transfer the Share Warrants to any other party provided the transferee agrees to exercise the Share Warrants within the stipulated 30 months.

RESOLVED FURTHER THAT the draft of the Offer Letter in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, be and is hereby approved and the Offer Letter shall be circulated only after filing the shareholders’ resolution approving the Issue, on preferential allotment basis by way of private placement, with the concerned Registrar of Companies (“**RoC**”).

RESOLVED FURTHER THAT a copy of the valuation certificate dated October 25, 2024, issued by INMACS Valuers Pvt. Ltd (Registration Number: IBBI/RV-E/02/2021/141), a registered valuer, determining the fair market value of the shares of the Company as on October 09, 2024, a copy whereof was placed before the Board in its meeting held on October 25, 2024, be and is hereby noted and taken on record.

RESOLVED FURTHER THAT the Company shall record the name of PTC Cables and maintain such record of private placement offer in Form PAS-5 as required under the Companies (Prospectus and Allotment of Securities) Rules, 2014.

RESOLVED FURTHER THAT the Board of directors of the Company and/or the Allotment Committee of

the Board and/or the Company Secretary of the Company, be and are hereby severally authorized to make and accept any modifications in the Offer Letter and Form PAS-5 and to settle all questions or difficulties that may arise in regard to the Issue including amending or modifying any of the terms of such Issue or allotment, as may be made pursuant to and in accordance with the Act or otherwise.

RESOLVED FURTHER THAT monies received by the Company from PTC Cables as Share Warrant application money for issuance and allotment of Share Warrants, pursuant to the Issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Act.

RESOLVED FURTHER THAT the Company shall not utilize the proceeds of the Issue until filing of e-Form PAS-3 with the concerned Registrar of Companies.

RESOLVED FURTHER THAT the Board of directors of the Company and/or the Allotment Committee of the Board, and/or the Company Secretary of the Company, be and are hereby severally authorized to accept any change(s) or modification(s) as may be suggested by the appropriate authorities and/or agreed pursuant to and in accordance with the Acts, to execute forms on behalf of the Company and do all such other acts, deeds, matters or things as may be necessary, appropriate, expedient or desirable to give effect to this resolution, with further powers to delegate all or any of the above authorities conferred to them to any officer(s)/authorities person(s) of the Company, including but not limited to:

- (i) signing and sending the relevant Offer Letter to PTC Cables and to sign and maintain Form PAS-5 in accordance with the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014;
- (ii) making all applications/filings to the appropriate authorities; and
- (iii) to settle all such questions, difficulties or doubts that may arise in relation to the offer/Issue, allotment and utilization of the proceeds and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient in implementation of this resolution.

RESOLVED FURTHER THAT the Board of directors and/or the Allotment Committee of the Board, and/or the Company Secretary of the Company, be and are hereby severally authorized to delegate the power to execute or sign all and/or any agreements, documents, forms, deeds and writings and/or to take all and any actions and steps as may be necessary, expedient or appropriate to complete the issue of the Share Warrants by the Company without limitation and submit all filings with the concerned Registrar of Companies and/or any other authorities, as may be necessary.

RESOLVED FURTHER THAT any directors or the Company Secretary of the Company be and are hereby severally authorized to certify a copy of this resolution and issue the same to all concerned parties."

15. To consider and approve the appointment of Ms. Sonakshi Agarwal as Director- Social Initiative being an office or place of profit in the Company; and in this regard, if deem fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013, read with Rules made thereunder (*including statutory modification(s) or re-enactment(s) thereof, for the time being in force*) and pursuant to the recommendation of the Audit Committee, and the approval of the Board of Directors, the consent of the Members/Shareholders of the Company be and is hereby accorded to appoint Ms. Sonakshi Agarwal, (a relative of Director), as Director

-Social Initiative, (*non-Board position*) being an office or place of profit in the Company, at Grade- P as per the Human Resource Policy of the Company.

RESOLVED FURTHER THAT, the total over all remuneration that may be paid to Ms. Agarwal shall be up to INR 60,00,000 (Indian Rupees Sixty Lakhs only)

RESOLVED FURTHER THAT, the Nomination and Remuneration Committee of the Board shall, from time to time, fix the remuneration payable to Ms. Agarwal which shall be within the overall limits of INR 60,00,000 (Indian Rupees Sixty Lakhs only), approved by the Shareholders/Members in the 9th Annual General Meeting of the Company.

RESOLVED FURTHER THAT, in addition to the compensation sated above, Ms. Agarwal shall also be entitled for all the benefits, perquisites, incentives, etc, associated with the Grade P, as per the Human Resource Policies of the Company, applicable from time to time.

RESOLVED FURTHER THAT that the Board of Directors (hereinafter referred to as the “Board” which expression shall also include any Committee duly constituted by the Board) of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to the aforesaid resolution.”

By order of the Board of Directors

For Sterlite Power Transmission Limited

Sd/-

Ashok Ganesan

Company Secretary

FCS – 5190

Date: November 12, 2024

Place: Gurugram

NOTES:

1. **THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 WITH RESPECT TO SPECIAL BUSINESS, IS ANNEXED HERETO AND FORMS PART OF THIS NOTICE.**
2. Pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the Board of Directors in its meeting held on September 28, 2023, approved the Scheme of Arrangement between Sterlite Power Transmission Limited ('SPTL') and Sterlite Grid 5 Limited ('SGL 5'), and their respective shareholders and creditors, wherein the Infrastructure business of SPTL in India and Brazil would be demerged and transferred into SGL 5, on a going concern basis. Post approval of the Board of Directors, an application for admission of the Scheme of Arrangement between Sterlite Power Transmission Limited and Sterlite Grid 5 Limited, and their respective shareholders and creditors, was filed with the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble NCLT"). Further, the Hon'ble NCLT has sanctioned the Scheme of Arrangement vide its Order dated September 05, 2024. The certified copy of the Order was received on September 26, 2024. With a view to incorporate the effect of the demerger, if any, in the Annual Report, your Company had sought an extension of time for conducting the Annual General Meeting of the Company for the year 2024. The Registrar of Companies, Pune, vide its Order dated September 18, 2024, has granted an extension of 3 months for holding the Annual General Meeting of the Company for the year 2024.
3. Pursuant to Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, details in respect of Directors seeking appointment/re-appointment at the 9th AGM, are separately annexed hereto as 'Annexure C'.
4. Pursuant to General Circular Nos. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020; 10/2021 dated June 23, 2021; 20/2021 dated December 08, 2021; 03/2022 dated May 05, 2022; 10/2022 dated December 28, 2022; 09/2023 dated September 25, 2023, and 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'MCA Circulars'), the 9th AGM of the Company is being conducted through VC/OAVM and does not require physical presence of the Members/Shareholders at a common venue.
5. The meeting shall be deemed to be conducted at the Registered Office of the Company situated at 4th Floor, Godrej Millennium, 9 Koregaon Road, Pune, Maharashtra – 411 001. Further, the AGM is being held through VC/OAVM therefore, the route map, attendance slip, and proxy form are not attached to this Notice.
6. Pursuant to the MCA Circulars, physical attendance of the Members/Shareholders at a common venue has been dispensed with, therefore, the facility for appointment of proxies by the Members/Shareholders is not available for this AGM.
7. The Members/Shareholders attending the 9th AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The corporate members/shareholders are entitled to appoint authorized representatives under Section 113 of the Companies Act 2013, to attend and participate in the 9th AGM through VC/OAVM and cast their votes either by way of remote e-voting and voting electronically at the meeting.

9. In the case of joint shareholders attending the 9th AGM, only such joint shareholder who is higher in the order of names will be entitled to vote.
10. The Company has availed the services of Link Intime India Private Limited ("**Link Intime**"), Registrar and Transfer Agent, as the authorized agency for conducting the 9th AGM through VC/OAVM and providing e-voting facility. Detailed instructions for voting and procedure for joining the AGM through VC / OAVM are annexed to this Notice.
11. Pursuant to the MCA Circulars, the Notice of AGM, and the Annual Report for the financial year 2023-24, are being sent only through electronic mode to the Members/Shareholders whose e-mail addresses are registered with the Company or the Depository Participant(s). The Notice will also be available on the Company's website at <https://www.sterlitepower.com/investors/> and on the website of Link Intime at <https://instavote.linkintime.co.in>.

In case any Member/Shareholder is desirous of obtaining hard copy of the Annual Report for the financial year 2023-24, may send request to the Company at the e-mail address at secretarial.grid@sterlite.com mentioning folio No./DP ID and Client ID.

12. The Members/Shareholders holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, NECS, ECS mandates, power of attorney, change of address/name/email address(es), etc. to their Depository Participant only. The changes intimated to the Depository Participant will automatically get reflected in the records of the Company and its Registrar and Transfer Agent. This will help the Company and Registrar and Transfer Agent, to provide efficient and better service to the Members/Shareholders. The Members/Shareholders holding shares in physical form are requested to advise such changes, if any, to Link Intime.
13. The Members/Shareholders who are interested in availing nomination facility may obtain the necessary application from Link Intime.
14. **THE MINISTRY OF CORPORATE AFFAIRS HAS MANDATED THAT SECURITIES OF COMPANIES CAN BE TRANSFERRED ONLY IN DEMATERIALIZED FORM W.E.F. APRIL 01, 2019, EXCEPT IN CASE OF REQUEST RECEIVED FOR TRANSMISSION, DELETION OF NAMES OF THE DECEASED OR TRANSPOSITION OF NAMES AND RELODGED TRANSFERS OF SECURITIES. THE MEMBERS/SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM ARE THEREFORE ENCOURAGED TO AVAIL THE FACILITY OF DEMATERIALIZATION BY CONTACTING A DEPOSITORY PARTICIPANT OF THEIR CHOICE.**
15. As on March 31, 2024, the details of shares lying in unclaimed suspense account are given hereunder:

Particulars	Total No. of Shareholders	No. of Shares
Shares lying in suspense account issued and allotted to the erstwhile shareholders of Sterlite Technologies Limited as on the record date, pursuant to the Demerger Scheme as on April 01, 2023	5430	430861
Total	5430	430861

Shares lying in suspense account issued and allotted pursuant to bonus issue on the shares already held in suspense account	5350	424877
Shares lying in suspense account issued and allotted pursuant to bonus issue on the shares held in physical form	14143	1003912
Bonus issue electronic rejection	224	25348
Total	19717	1454137
Shareholders approached for transfer/delivery during FY'2024 and shares transferred & delivered	93	13901
Shares transferred/delivered during FY'2024	93	13901
Balance as on March 31, 2024	19624	1440236

16. All documents referred to in the above Notice and Explanatory Statement shall be available electronically for inspection of the Members/Shareholders on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the voting results. Members/Shareholders seeking to inspect such documents can send an e-mail to secretarial.grid@sterlite.com.
17. Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013 as required to be kept open for inspection during the meeting, shall be available for inspection by the Members/Shareholders electronically during the AGM. The Members/Shareholders willing to inspect the said documents can send an e-mail to secretarial.grid@sterlite.com.
18. The Board of Directors has appointed Ms. Mehak Gupta, Proprietor of M/s Mehak Gupta & Associates, Practicing Company Secretaries, as a Scrutinizer to scrutinize the process of remote e-voting and voting at the meeting in a fair and transparent manner.
19. The result of remote e-voting and voting at the meeting along with the Scrutinizer's Report, shall be declared on or before **Monday, December 09, 2024** and placed on the website of the Company at <https://www.sterlitepower.com/investors/> and Link Intime at <https://instavote.linkintime.co.in>.
20. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Members/Shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by Link Intime, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein in the Notice.
21. The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	Monday, December 02, 2024, at 9.00 am
End of remote e-voting	Thursday, December 05, 2024, at 5.00 pm

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by Link Intime upon expiry of the aforesaid period.

22. The voting rights of the Members/Shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, November 29, 2024.

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

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

Item No. 3

Pursuant to the recommendations of the Nomination and Remuneration Committee and the approval of the Board in its meetings held on April 01, 2024, and April 02, 2024, respectively and subject to the approval of Members/Shareholders at the forthcoming Annual General Meeting, the Board had approved the re-appointment of Mr. Pratik Pravin Agarwal (DIN: 03040062) as the Managing Director (Key Managerial Personnel) of the Company for a consecutive period of 3 (Three) years, with effect from June 01, 2024, up to May 31, 2027.

A brief profile of Mr. Pratik Pravin Agarwal is as follows:

Mr. Pratik Pravin Agarwal holds a master's in business administration from the London Business School, University of London and a Bachelor of Science degree from the Wharton School at the University of Pennsylvania. He has an overall experience of 13 years as a director in overseeing and handling management of companies. Previously, he has held directorship positions at Sterlite Technologies Limited, Sterlite Ports Limited, Vizag General Cargo Berth Limited, and Speed on Network Limited. Mr. Pratik Pravin Agarwal received the Economic Times CEO of the Year Award at the Energy Leadership Summit 2022. In 2018, he was awarded the Economic Times 40 under 40 Award. He is a member of the National Committee on Power constituted by the Confederation of Indian Industries (the "CII") for Fiscal 2021, the co-chairman of the Infrastructure and Real Estate Committee constituted by the IMC Chamber of Commerce. He was also the Chairman of the Core Group on Transmission constituted by the CII for Fiscal 2019 and a part of the Task Force on Power Transmission constituted by the Federation of Indian Chambers of Commerce and Industry (the "FICCI") in 2013. He has been a Director on our Board since June 01, 2016.

The terms and conditions of re-appointment of Mr. Pratik Pravin Agarwal

a. Remuneration

- Salary and Personal Allowance: Remuneration not exceeding INR 6,00,00,000/- (Indian Rupees Six crores only) per annum.
- Perquisites: (a) In addition to salary and personal allowance as above, Mr. Pratik Pravin Agarwal would be entitled to perquisites including House Rent Allowance (or Company owned/ leased accommodation in lieu thereof as per Company's rules), medical reimbursement, bonus, credit card and annual club membership fees, medical/accident insurance, servants and other benefits as per the rules of the Company, subject to maximum limit of INR 3,00,00,000/- (Indian Rupees Three crores only) per annum. (b) Reimbursement of expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trip(s), provision of car for use on the Company's Business, telephone expenses at residence and club membership shall be reimbursed and not considered as perquisites.
- Performance Based Incentive: Mr. Pratik Pravin Agarwal will be entitled to a Performance Based

Incentive/ long-term incentive plan as may be approved by the Board of directors and/or the Nomination and Remuneration Committee of the Board of directors of the Company not exceeding 150% of 'Salary and Personal Allowance' in a financial year.

- In addition to the above, he shall be entitled for pay out under the performance and retention cash plan or such other incentive plan/scheme as may be decided/approved by the Board of directors and/or the Nomination and Remuneration Committee of the Board of directors, from time to time, subject to a maximum of INR 5,00,00,000/- (Indian Rupees Five crores only) per annum.
- For purposes of leave accumulation, gratuity, provident fund, superannuation and other benefits, the services of Mr. Pratik Pravin Agarwal will be considered as continuous and the re-appointment on account of retirement of rotation will not be considered as any break in service.

b. Minimum Remuneration

Pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013, where in any financial year during the currency of the tenure of Mr. Pratik Pravin Agarwal, the Company has no profits or the profits are inadequate, the Board/Nomination and Remuneration Committee may pay such remuneration by way of salary, perquisites and/or allowances, as it may deem fit, from time to time, as minimum remuneration, within the overall remuneration approved by the Members/ Shareholders vide this special resolution.

c. Other terms

- i. The Managing Director shall be entitled to compensation for loss of office as provided in Section 202 of the Companies Act, 2013.
- ii. No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors or any Committee of the Board.
- iii. The contract of appointment of Mr. Pratik Pravin Agarwal is terminable by either the Board of Directors or by Mr. Pratik Pravin Agarwal by giving to the other 90 days' notice in writing.
- iv. In order to comply with the provision of Section 152, regarding number of Directors liable to retire by rotation, Mr. Pratik Pravin Agarwal will be considered to be liable to retire by rotation.
- v. The Managing Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board, from time to time, in all respects, and conform to and comply with all such directions and regulations as may be given and made by the Board, from time to time.
- vi. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.

- vii. The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

The Company has received all statutory disclosures/declarations from Mr. Pratik Pravin Agarwal including (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Appointment Rules'), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164 of the Companies Act, 2013. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a Member, intending to nominate Mr. Pratik Pravin Agarwal for the office of the Managing Director.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors), Rules, 2014, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the re-appointment of Mr. Pratik Pravin Agarwal (DIN: 03040062), require approval of the Members/Shareholders by way of Special resolution.

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

A copy of the draft agreement with Mr. Pratik Pravin Agarwal that sets out the terms and conditions of his re-appointment is available for inspection by the Members/Shareholders in the manner as provided in the Notes to this Notice of 9th AGM.

Save and except for Mr. Pravin Agarwal (Father) and Mr. Pratik Pravin Agarwal and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

The Board of Directors of the Company, therefore, commends passing of the resolution with or without modification(s), as set out at Item No. 3 of the Notice of the 9th AGM, by way of a **Special Resolution**.

Item No. 4

Pursuant to the provisions of Section 161 of the Companies Act, 2013, the Board of Directors on the recommendation of the Nomination and Remuneration Committee vide resolution passed on April 02, 2024, and subject to the approval of the Members/Shareholders, approved the appointment of Mr. Anoop Seth as an Additional Director of the Company in the capacity of the Non-Executive and Independent Director with effect from April 02, 2024, for a period of 5 consecutive years, not liable to retire by rotation.

Mr. Anoop Seth is an MMS from BITS Pilani with a major in Finance and Executive International Management Programme from INSEAD, France. Mr. Anoop Seth has an illustrious career spanning over thirty-seven years, in financial services and several infrastructure sectors. He has held leadership positions in companies such as AMP Capital, Bank of America, Bechtel Corp, IDFC, Reliance Industries, Standard Chartered Bank, and IL&FS Energy. With an extensive experience, he advises the Board and leadership team on matters related to strategy and growth.

The Company further discloses that it has received statutory disclosures/declarations from Mr. Anoop Seth including the following:

- a. Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
- b. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164 of the Companies Act, 2013.
- c. A declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act.

The Company has also received a notice in writing from a Member proposing candidature of Mr. Anoop Seth for the office of Independent Director, to be appointed as such under Section 149 of the Act.

In the opinion/evaluation of the Board, considering the vast business and industry experience of Mr. Anoop Seth, his induction to the Board of the Company will be of immense benefit, thereby, contributing to the overall growth of the Company and is independent of the management.

The resolution at Item no. 4, seeks approval of the Members/Shareholders for appointment of Mr. Anoop Seth as a Non-Executive and Independent Director of the Company for the 2nd term for 5 consecutive years, effective from April 02, 2024, to April 01, 2029, pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

Mr. Anoop Seth will be entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board and Committees, as approved by the Board of Directors from time to time, reimbursement of expenses for participation in the Board/Committee meetings and further, subject to the provisions of the Companies Act, 2013, and he will also be entitled to commission as may be recommended/approved by the Nomination and Remuneration Committee and/or the Board.

A copy of the draft letter of his appointment setting out the terms and conditions, is available for inspection by the Members/Shareholders in the manner as provided in the Notes to this Notice of 9th AGM.

The Board commends the Special Resolution for the appointment of Mr. Anoop Seth as a Non-Executive and Independent Director as set out at Item No. 4 of the Notice of the 9th AGM, for the approval of the Members/Shareholders.

Save and except for Mr. Anoop Seth, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

Item No. 5

Pursuant to the recommendations of the Nomination and Remuneration Committee and the Board in their meetings held on May 27, 2024, and May 28, 2024, respectively and subject to the approval of Members/Shareholders at the forthcoming Annual General Meeting, the Board has approved the appointment of Mr. Reshu Madan (DIN: 10652503) as the Whole Time Director (Key Managerial Personnel) of the Company for a consecutive period of 3 (Three) years, with effect from June 01, 2024, up to May 31, 2027.

A brief profile of Mr. Reshu Madan

Mr. Reshu Madan has over 25 years of cross functional experience across industries and has played significant role in driving new potential business opportunities & consequent realization, P&L Management, and fostering strategic partnerships to expand into new business areas. Before joining Sterlite Power, he played strategic roles with Crompton Greaves & TBEA Energy. He holds a Post Graduate Diploma in Management from IMT Ghaziabad and a Bachelor of Engineering degree in Mechanical from Bharti Vidyapeeth College of Engineering, University of Pune.

The terms and conditions of appointment of Mr. Reshu Madan

a. Remuneration

- i. Salary and Allowances – Salary and Allowances up to INR 3,00,00,000 (Indian Rupees Three Crores only) per annum to be paid periodically in accordance with the Company's standard payroll practices.
- ii. Variable Pay – Performance Bonus linked to the achievement of targets, as may be decided by the Nomination and Remuneration Committee of the Company, from time to time, subject to a maximum of INR 1,00,00,000/- (Indian Rupees One Crore only) per annum.
- iii. Other Incentives - Incentives for special achievements, up to a maximum of INR 50,00,000/- (Indian Rupees Fifty Lakhs only) in a financial year.
- iv. In addition to the above, he shall be entitled to Restricted Stock Units (RSUs) allocated to him as per Sterlite Power Transmission Limited Restricted Stock Unit Scheme 2022.
- v. Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

b. Minimum Remuneration

Pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013, where in any financial year during the currency of the tenure of Mr. Reshu Madan, the Company has no profits or the profits are inadequate, the Board/Nomination and Remuneration Committee may pay such remuneration by way of salary, perquisites and/or allowances, as it may deem fit, from time to time,

as minimum remuneration, within the overall remuneration approved by the Members/ Shareholders vide this special resolution.

c. Other terms

- i. The Whole Time Director shall be entitled to compensation for loss of office as provided in Section 202 of the Companies Act, 2013.
- ii. No sitting fees shall be paid to the Whole Time Director for attending the meetings of the Board of Directors or any Committee of the Board.
- iii. The contract of appointment of Mr. Reshu Madan is terminable by either the Board of Directors or by Mr. Reshu Madan giving to the other 90 days' notice in writing.
- iv. In order to comply with the provision of Section 152 regarding number of Directors liable to retire by rotation, Mr. Reshu Madan will be considered to be liable to retire by rotation.
- v. The Whole Time Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board, from time to time, in all respects, and conform to and comply with all such directions and regulations as may be given and made by the Board, from time to time.
- vi. The Whole Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- vii. The Whole Time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personne

The Company has received all statutory disclosures/declarations from Mr. Reshu Madan including (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Appointment Rules'), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164 of the Companies Act, 2013. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a Member, intending to nominate Mr. Reshu Madan for the office of the Whole Time Director.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors), Rules, 2014, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the appointment of Mr. Reshu Madan (DIN: 10652503), require approval of the Members/Shareholders by way of Special resolution.

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

A copy of the draft agreement with Mr. Reshu Madan that sets out the terms and conditions of his appointment is available for inspection by the Members/Shareholders in the manner as provided in the Notes to this Notice of the 9th AGM.

Save and except for Mr. Reshu Madan and his relatives, if any, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

The Board of Directors of the Company, therefore, commends passing of the resolution with or without modification(s), as set out at Item No. 5 of the Notice of 9th AGM, by way of a **Special Resolution**.

Item No. 6

Mr. Pravin Agarwal was appointed as the Non-Executive Director of the Company on May 05, 2015, as the first director at the time of incorporation. Mr. Pravin Agarwal during his tenure as Director has attained the age of 70 years on October 16, 2024. Considering the vast knowledge, expertise and guidance of Mr. Pravin Agarwal, which has immensely benefited in the growth of the Company since its incorporation, the Board proposes to continue Mr. Pravin Agarwal as the Non-Executive Director of the Company on attaining age of 70 years.

Mr. Pravin Agarwal holds a bachelor's degree in commerce from Patna University. He has been associated with the Sterlite Power group since its inception and has significant experience in general management and commercial affairs. Previously, he has held directorship positions in East-North Interconnection Company Limited and Speed on Network Limited and also holds directorship in Sterlite Technologies Limited, and has an overall experience of 27 years as a director in overseeing and handling management of companies. He has been a Director on our Board since May 05, 2015.

Pursuant to the relevant provisions of the Companies Act, 2013, read with the Rules made thereunder, the continuation of Mr. Pravin Agarwal (DIN: 00022096) after attaining the age of 70 years on October 16, 2024, require approval of the Members/Shareholders by way of Special resolution.

All the relevant documents with respect to the above matter are available for inspection by the Members/Shareholders in the manner as provided in the Notes to this Notice of 9th AGM.

Save and except for Mr. Pravin Agarwal and Mr. Pratik Pravin Agarwal (son) and other relatives of Mr. Pravin Agarwal, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

The Board of Directors of the Company, therefore, commends passing of the resolution with or without modification(s), as set out in Item No. 6 of the Notice of the 9th AGM, by way of a **Special Resolution**.

Item No. 7

Pursuant to the provisions of Section 197 of the Companies Act, 2013, the Company may pay remuneration by way commission, to the Non-Executive Directors of the company up to an amount of 1% of net profit, in case a company has a Managing Director or Whole Time Director or Manager. During the financial year 2023-24, in addition to the contribution made at the Board and Board Committee meetings, Mr. Pravin Agarwal, Mr. A.R. Narayanaswamy, Mr. Anoop Seth and Ms. Pooja Somani have dedicated considerable time and efforts for the business of the Company.

(a) Mr. Pravin Agarwal holds a bachelor's degree in commerce from Patna University. He has been associated with the Sterlite Power group since its inception and has significant experience in general management and commercial affairs. (b) Mr. A.R. Narayanaswamy is a commerce graduate from Sydenham College, Mumbai and a Fellow Member of the Institute of Chartered Accountants of India (ICAI). He brings extensive financial, strategic, and Boardroom experience. (c) Mr. Anoop Seth is an MMS from BITS Pilani with a major in Finance and Executive International Management Programme from INSEAD, France. He has an illustrious career spanning over decades, in financial services and several infrastructure sectors. (d) Ms. Pooja Somani is a seasoned finance professional with nearly two decades of experience spanning across different sectors including Metals & Mining, Power, and Auto e-commerce. She began her journey with the Vedanta Group in October 2004 and gradually climbed the corporate ladder through various positions in treasury, business development, mergers & acquisitions, corporate finance, audit & accounting, and corporate strategy.

Accordingly, the Board of Directors on August 13, 2024, have recommended to the Members/ Shareholders for approval of the payment of commission to the Non-Executive Directors as below:

Director	Designation	Commission (Amount In INR)
Mr. Pravin Agarwal	Non-executive Director	2,00,00,000
Mr. A.R. Narayanaswamy (<i>tenure completed as an Independent Director w.e.f. July 21, 2024</i>)	Independent Director (<i>erstwhile</i>)	12,00,000
Mr. Anoop Seth	Independent Director	34,00,000
Ms. Pooja Somani	Independent Director	12,00,000
Total		2,58,00,000

All the relevant documents with respect to this matter are available for inspection by the Members/Shareholders in the manner as provided in the Notes to this Notice of the 9th AGM.

Save and except for Mr. Pravin Agarwal, Mr. Anoop Seth, and Ms. Pooja Somani and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

The Board of Directors of the Company, therefore, commends passing of the resolution with or without modification(s), as set out in Item No. 7 of the Notice of the 9th AGM, by way of a **Special Resolution**.

Item No. 8

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

Pursuant to the recommendations of the Audit Committee, the Board of Directors of the Company in its meeting held on August 13, 2024, had considered and approved appointment of M/s. Kiran Chandrakant Naik (FRN 103055), Cost Accountant as the Cost Auditors for conducting the Audit of the Cost records of the Company at a remuneration of INR 3,25,000/- (Indian Rupees Three Lakhs Twenty Five Thousand only) plus applicable taxes for the financial year 2024-25.

Accordingly, approval by the Members/Shareholders is being sought for the remuneration payable to the Cost Auditors' for the financial year ending March 31, 2025, by way of an Ordinary resolution as set out at Item No. 8 of the Notice of the 9th AGM.

All the relevant documents with respect to this matter are available for inspection by the Members/Shareholders in the manner as provided in the Notes to this Notice of the 9th AGM.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

The Board of Directors of the Company, therefore, commends passing of the resolution with or without modification(s), as set out in Item No. 8 of the Notice of the 9th AGM by way of an **Ordinary Resolution**.

Item No. 9

The Non-Convertible Debentures ("NCDs") issued on private placement basis is also a source of finance raised by the Company. Pursuant to the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Rules"), a company making a private placement of its securities is required to obtain the approval of the Members/Shareholders by way of a Special Resolution for each offer or invitation. However, in case of offer or invitation for subscription of NCDs, the approval of the Members/Shareholders may be obtained by way of Special Resolution once in a year, which shall remain valid for all the offers or invitations for such debentures during the year.

Pursuant to Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder, approval of the Members/ Shareholders is required to issue non-convertible debentures on private placement basis, in one or more tranches, such that the aggregate amount does not exceed INR 1,500 Crores (Indian Rupees One Thousand Five Hundred Crores only) during a period of 1 (one) year from the date of passing of this resolution and that the said borrowing shall be within the overall borrowing limit of the Company as prescribed under Section 180(1)(c) of the Companies Act, 2013.

All the relevant documents with respect to this matter are available for inspection by the Members/Shareholders in the manner as provided in the Notes to this Notice of the 9th AGM.

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

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

Item No. 10

Your Board of Directors is proposing to issue, offer and allot Share Warrants to PTC Cables Private Limited as provided at Item no. 14 of this 9th AGM Notice. For this purpose, the Company is required to ensure that the Articles of Association of the Company provides for issuance of share warrants. Therefore, the Company proposes to alter the existing Articles of Association of the Company to include 'Clause 34A', after the existing Article No. 34 in the Articles of Association of the Company.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, any alteration in the Article of Association of the Company requires approval of the Members/Shareholders of the Company by way of a Special Resolution.

A copy of the draft altered Articles of Association of the Company is available for inspection by the Members/Shareholders in the manner as provided in the Notes to this Notice of 9th AGM.

None of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

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

Item No. 11

The Company is proposing to raise further capital through issue, offer and allotment of Compulsory Convertible Preference Shares as provided at Item no. 12 of this 9th AGM Notice. For this purpose, the Company requires adequate category of the Authorised Share Capital in the Memorandum of Association of the Company. Therefore, it is proposed to increase the Authorised Share Capital of the Company from to INR 2000,00,00,000 (Indian Rupees Two Thousand Crores Only) to INR 2020,00,00,000 (Indian Rupees Two Thousand Twenty Crores Only), by creation of 2,00,00,000 (Two Crores) additional Compulsory Convertible Preference Shares of INR 10/- (Indian Rupees Ten only) each aggregating to INR 20,00,00,000 (Indian Rupees Twenty Crores Only).

Pursuant to the provisions of Section 13 of the Companies Act, 2013 any alteration in the Memorandum of Association of the Company requires approval of the Members/Shareholders of the Company by way of a Ordinary Resolution.

A copy of the draft altered Memorandum of Association of the Company is available for inspection by the Members/Shareholders in the manner as provided in the Notes to this Notice of 9th AGM.

None of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

The Board of Directors of the Company, therefore, commends passing of this resolution with or without modification(s), as set out in Item No. 11 of the Notice of the 9th AGM, by way of an **Ordinary Resolution**.

Item No. 12

The Board of Directors of the Company intends to raise further capital by issuing 1,53,17,134 Compulsorily Convertible Preference Shares (“**CCPS**”) having a face value of INR 10/- (Indian Rupees Ten only) per CCPS at a premium of INR 463.32/- (Indian Rupees Four Hundred Sixty Three and Paise Thirty Two only) per CCPS; and 200 Equity Shares (“**Investor Equity Shares**”) having face value of INR 2/- (Indian Rupees Two only) per Equity Share at a premium of INR 471.32/- (Indian Rupees Four Hundred Seventy One and Paise Thirty Two only) per equity share (CCPS and Equity Shares shall collectively be referred to as the “**Subscription Securities**”) for an aggregate consideration of INR 725,00,00,530 (Indian Rupees Seven Hundred Twenty Five Crores and Five Hundred Thirty only) (“**Subscription Consideration**”) to South Asia Growth Fund III Holdings LLC, South Asia EBT Trust III and Volrado Venture Partners Fund III - BETA acting through its trustee Real Trustee Advisory Company Private Limited (collectively referred to as the “**Investors**”), on a preferential allotment basis by way of private placement (the “**Issue**”) through issue of serially numbered private placement offer cum application letter recorded as Form PAS – 4 (the “**Offer Letter**”) on the terms and conditions as enclosed in **Annexure A** and in accordance with the provisions of the Act and other applicable laws and in the manner as set out in the Shareholders’ Agreement dated November 08, 2024 executed by and amongst the Company, Twin Star Overseas Limited, South Asia Growth Fund III Holdings LLC and South Asia EBT Trust III and Volrado Venture Partners Fund III - BETA (“**SHA**”) and the Securities Subscription Agreement proposed to be executed by and amongst the Company, Twin Star Overseas Limited, South Asia Growth Fund III Holdings LLC and South Asia EBT Trust III (“**GEF SSA**”) as well as the Securities Subscription Agreement proposed to be executed by and amongst the Company, Twin Star Overseas Limited and Volrado Venture Partners Fund III - BETA, acting through its trustee Real Trustee Advisory Company Private Limited (“**Volrado SSA**”) (South Asia Growth Fund III Holdings LLC, South Asia EBT Trust III and Volrado Venture Partners Fund III – BETA, acting through its trustee Real Trustee Advisory Company Private Limited shall collectively be referred to as the “**Investors**”; and GEF SSA along with Volrado SSA shall collectively be referred to as the “**Subscription Agreements**” and subject to the increase in the Authorised Share Capital of the Company.

The Company proposes to issue the CCPS and Investor Equity Shares as described above to the Investors on preferential allotment basis by way of private placement. Pursuant to Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 following disclosures are made:

1.	Particulars of the offer including date of passing of Board resolution.	INR 725,00,00,530 (Indian Rupees Seven Hundred Twenty Five Crores and Five Hundred Thirty only) is being raised by way of Issue of the CCPS and Equity Shares for augmenting the business operations of the Company and for general corporate purposes. Date of the Board resolution: October 25, 2024
2.	Kind of securities offered and the price at which security is being offered.	CCPS: 1,53,17,134 CCPS having face value of INR 10/- (Indian Rupees Ten only) each at a premium of INR 463.32/- (Indian Rupees Four Hundred Sixty Three and Paise Thirty Two only) per CCPS; and Equity Shares: 200 Equity Shares having a face value of INR 2

		(Indian Rupees Two only) per Equity Share at a premium of INR 471.32/- (Indian Rupees Four Hundred Seventy One and Paise Thirty Two only) per Equity Share.		
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made.	<p>The price has been determined based on valuation report dated October 25, 2024, issued by:</p> <p>1. INMACS Valuers Pvt. Ltd (Registration Number: IBBI/RV-E/02/2021/141), a registered valuer, determining the fair market value of the shares of the Company as on October 09, 2024.</p> <p>2. INMACS Limited (SEBI Registration Number: INM000012908), a SEBI Registered Category I Merchant Banker dated October 25, 2024, determining the fair market value of the shares of the Company as on October 09, 2024.</p>		
4.	Name and address of valuer who performed valuation	Name of the registered valuer	:	1. INMACS Valuers Pvt. Ltd & 2. INMACS Ltd
		Registration No.	:	1. IBBI/RV-E/02/2021/141 2. SEBI Registration Number: INM000012908
		Address	:	101, Global Business Square, Bldg. no. 32, Sector – 44, Gurugram – 122003, India
5.	Amount which the Company intends to raise by way of such securities.	INR 725,00,00,530 (Indian Rupees Seven Hundred Twenty Five Crores and Five Hundred Thirty only) is being raised by way of issue of the CCPS and Equity Shares for augmenting the business operations of the Company and for general corporate purposes.		
6.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.	<p>a. Material terms for raising such securities: The material terms for raising CCPS are mentioned in Annexure A forming part of the Special Resolution as incorporated in the Notice of the ensuing 9th Annual General Meeting. Equity Shares, on its issue, shall rank <i>pari passu</i> with the existing equity shares of the Company.</p> <p>b. Proposed time schedule: The issuance shall be completed within 120 (One Hundred and Twenty) days from the issue of the private placement offer letter cum application form to the Investors.</p> <p>c. Purpose or objects of offer: For supporting existing business plan, future business expansion plan, and for general corporate purposes.</p>		

		<p>d. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: None of the Directors or Promoters are subscribing to the offer.</p> <p>e. Principle terms of assets charged as securities: No charge is being created on any asset of the Company for issuing the CCPS and Equity Shares.</p>
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Pursuant to Rules 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014, the material facts and information concerned with and relevant to the issue of the CCPS and Equity Shares to enable the Members /Shareholders understand the meaning, scope and implications of the items of business and to take decision thereon are listed herein below for their consideration. The references hereunder relating to the issue are confined to the issue of CCPS and Investor Equity Shares:

1.	The objects of the issue.	For supporting existing business plan; future business expansion plan; and general corporate purposes.
2.	Size of issue	INR 725,00,00,530 (Indian Rupees Seven Hundred Twenty Five Crores and Five Hundred Thirty only) is being raised by way of issue of 1,53,17,134 CCPS and 200 Equity Shares.
3.	The total number of shares or other securities to be issued	<p>CCPS: 1,53,17,134 CCPS each having face value INR 10 (Indian Rupees ten only) at a premium of INR 463.32 (Indian Rupees Four Hundred Sixty Three and Paise Thirty Two only) per CCPS; and</p> <p>Equity Shares: 200 Equity Shares having face value of INR 10/- (Indian Rupees Ten only) per equity share at a premium of INR 471.32/- (Indian Rupees Four Hundred Seventy One and Paise Thirty Two only) per Equity Share.</p>
4.	Nature of shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible.	<p>The CCPS are compulsorily convertible preference shares having material terms provided in Annexure A to the Special Resolution as stated in the Notice of this 9th AGM.</p> <p>The Equity Shares, on its issuance, shall rank <i>pari-passu</i> with the existing equity shares of the Company</p>
5.	Manner of issue of shares.	Preferential allotment by way of private placement.
6.	Terms of issue, including terms and rate of dividend on each share.	<p>1,53,17,134 CCPS shall be issued pursuant to the terms prescribed in the SHA; and the Subscription Agreements proposed to be executed in this behalf, and the material terms are stated Annexure A to the Special Resolution as stated in the Notice of this 9th AGM.</p> <p>The Equity Shares, on its issuance, shall rank <i>pari-passu</i> with the existing equity shares of the Company</p>
7.	Terms of redemption, including the tenure of redemption, redemption of	Not Applicable

	shares at premium and if the preference shares are convertible, the terms of conversion.									
8.	Manner and modes of redemption.									
9.	Current shareholding pattern of the Company and the expected dilution in equity share capital upon conversion of preference shares.	The pre-issue shareholding pattern (on a fully diluted basis) of the Company including the expected dilution in equity share capital upon conversion of preference shares is provided in Annexure B to this Notice of 9 th AGM.								
10	The price or price band at/within which the allotment is proposed.	CCPS: INR 473.32 per CCPS, each having a face value of INR 10 (Indian Rupees Ten only) and a premium of INR 463.32 (Indian Rupees Four Hundred Sixty Three and Paise Thirty Two only) per CCPS; and Equity Shares: INR 473.32 per Equity Shares, each having face value of INR 2/- (Indian Rupees Two only) at a premium of INR 471.32/- (Indian Rupees Four Hundred Seventy One and Paise Thirty Two only) per equity share.								
11	Basis on which the price has been arrived at along with report of the registered valuer.	The price has been determined based on valuation report dated October 25, 2024, issued by: 1. INMACS Valuers Pvt. Ltd (Registration Number: IBBI/RV-E/02/2021/141), a registered valuer, determining the fair market value of the shares of the Company as on October 09, 2024. 2. INMACS Limited (SEBI Registration Number: INM000012908), a SEBI Registered Category I Merchant Banker dated October 25, 2024, determining the fair market value of the shares of the Company as on October 09, 2024.								
12	Relevant date with reference to which the price has been arrived at.	October 09 2024								
13	The class or classes of persons to whom the allotment is proposed to be made.	<div>The allotment is proposed to the following class of person:</div> <table><tr><th>Name of the proposed allottee</th><th>Class</th></tr><tr><td>South Asia Growth Fund III Holdings LLC</td><td>Foreign Body Corporate</td></tr><tr><td>South Asia EBT Trust III</td><td>Foreign Body Corporate</td></tr><tr><td>Volrado Venture Partners Fund III - BETA, acting through its trustee Real Trustee Advisory Company Private Limited</td><td>AIF Category II</td></tr></table>	Name of the proposed allottee	Class	South Asia Growth Fund III Holdings LLC	Foreign Body Corporate	South Asia EBT Trust III	Foreign Body Corporate	Volrado Venture Partners Fund III - BETA, acting through its trustee Real Trustee Advisory Company Private Limited	AIF Category II
Name of the proposed allottee	Class									
South Asia Growth Fund III Holdings LLC	Foreign Body Corporate									
South Asia EBT Trust III	Foreign Body Corporate									
Volrado Venture Partners Fund III - BETA, acting through its trustee Real Trustee Advisory Company Private Limited	AIF Category II									
14	Intention of promoters, directors or key managerial	None of the Promoters, Directors or Key Managerial Personnel intend to subscribe to the offer.								

	personnel to subscribe to the offer.																				
15	The proposed time within which the allotment shall be completed.	120 (One Hundred and Twenty) days																			
16	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them.	<table><tr><th>Names of the proposed allottee</th><th>Number of CCPS</th><th>Number of Equity Shares</th><th>% Shareholding on a Fully Diluted Basis*</th></tr><tr><td>South Asia Growth Fund III Holdings LLC</td><td>93,97,550</td><td>100</td><td>6.35%</td></tr><tr><td>South Asia EBT Trust III</td><td>109,661</td><td>-</td><td>0.07%</td></tr><tr><td>Volrado Venture Partners Fund III - BETA, acting through its trustee Real Trustee Advisory Company Private Limited</td><td>58,09,923</td><td>100</td><td>3.92%</td></tr></table> <p><i>*The percentage above reflects the shareholding on a fully diluted basis post allotment of the CCPS and Investor Equity Shares in accordance with the Subscription agreements. Accordingly, the percentage above is mentioned considering the following:</i></p> <p><i>A. Issuance of CCPS and Equity Shares to Investors as provided in the Notice of 9th AGM.</i></p> <p><i>B. Issuance of Equity Shares to PTC Cables as provided in the Notice of 9th AGM.</i></p> <p><i>C. Issuance of Share Warrants to PTC Cables as provided in the Notice of 9th AGM.</i></p> <p><i>Further, the Company currently has a pool of 10,32,430 employee stock options convertible into 10,32,430 Equity Shares under the Restricted Stock Unit Plan Scheme 2022. The aforementioned shareholding on fully diluted basis factors the same.</i></p>				Names of the proposed allottee	Number of CCPS	Number of Equity Shares	% Shareholding on a Fully Diluted Basis*	South Asia Growth Fund III Holdings LLC	93,97,550	100	6.35%	South Asia EBT Trust III	109,661	-	0.07%	Volrado Venture Partners Fund III - BETA, acting through its trustee Real Trustee Advisory Company Private Limited	58,09,923	100	3.92%
Names of the proposed allottee	Number of CCPS	Number of Equity Shares	% Shareholding on a Fully Diluted Basis*																		
South Asia Growth Fund III Holdings LLC	93,97,550	100	6.35%																		
South Asia EBT Trust III	109,661	-	0.07%																		
Volrado Venture Partners Fund III - BETA, acting through its trustee Real Trustee Advisory Company Private Limited	58,09,923	100	3.92%																		
17	The change in control, if any, in the company that would occur consequent to the preferential offer.	There is no change in ‘control’ (as defined in the Companies Act, 2013) consequent to the private placement.																			
18	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.	During the year, there were no allotments made by the Company on a preferential basis. However, equity share were allotted to select employees under the Company’s ESOP Scheme.																			
19	The justification for the allotment proposed to be made for consideration	No allotment is proposed to be made under this issue for consideration other than cash.																			

	other than cash together with valuation report of the registered valuer.	
20	The current shareholding pattern of the company. The pre-issue and post issue shareholding pattern (on fully diluted basis) of the Company including the expected dilution in equity share capital upon conversion of preference shares	Enclosed as Annexure B to this Notice of 9 th AGM
21	Disclosures pertaining to CCPS	<p>The following material terms of CCPS are provided in Annexure A</p> <ul style="list-style-type: none"> i. the priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares ii. the participation in surplus fund iii. the participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid iv. the payment of dividend on cumulative or non-cumulative basis v. the conversion of preference shares into equity shares vi. the voting rights vii. the redemption of preference shares

Annexure A

Material terms of CCPS

1) Issue:

- a) *Each CCPS shall be a non-cumulative, mandatorily and fully convertible preference share.*
- b) *Each CCPS will have a face value of INR 10 (Indian Rupees Ten) each.*

2) Rank:

*Notwithstanding anything provided under the terms of issuance of other Equity Securities, the CCPS and the rights attached thereto including in relation to dividends, will rank pari passu with all other preference shares of the Company (except as specifically contemplated in **Schedule 11**, of the GEF SSA (proposed to be executed with GEF), and except liquidation preference as set out in the SHA) and senior to the Equity Shares issued by the Company.*

3) Dividend Rights:

- a) *The CCPS are issued at a preferential dividend rate of 0.001% (zero point zero zero one percent) per annum (the “**Preferential Dividend**”). The Preferential Dividend is non-cumulative and shall*

be payable as and when declared prior to and in preference to any dividend or distribution payable upon Equity Shares in the same Financial Year.

- b) *In addition to and after payment of the Preferential Dividend, each CCPS would be entitled to participate pari passu in any cash or non-cash dividends paid to the holders of shares of any other class (including Equity Shares) or series on a pro rata, As-if-Converted Basis.*

- 4) **Voting Rights.** *Notwithstanding anything to the contrary in the Agreements executed/proposed to be executed with the Investors, prior to the conversion of the CCPS, the CCPS holder shall be entitled to attend all general meetings of the Company and vote thereat along with the shareholders of the Company. The voting rights of CCPS holders shall be determined on an As-If Converted Basis determined as per the applicable Conversion Ratio at such time.*

5) **Conversion**

- a) *The holder of CCPS shall be collectively entitled, at their option exercisable at their sole discretion, to require the Company/ Board to convert all or any part of the CCPS held by it into Equity Shares at any time prior to the expiry of twenty (20) years from the date of issuance of such CCPS, in accordance with the terms and conditions of the Subscription Agreements (proposed to be executed) subject to Applicable Laws. However, the CCPS shall automatically convert into Equity Shares at the then applicable Conversion Ratio a day prior to the expiry of twenty (20) years from the date of issuance of such CCPS or such other time as mandatorily required for such CCPS to be converted under Applicable Law (including in relation to an initial public offering).*
- b) *Each CCPS (with face value of INR 10 (Indian Rupees Ten) shall be convertible into one (1) Equity Share (with face value of INR 2 (Indian Rupees Two) (without the holder being required to pay any amount for such conversion), at an initial conversion ratio of 1:1, unless adjusted as provided hereunder (“**Conversion Ratio**”). The Conversion Ratio shall be continuously adjusted until the date of conversion (i) for all stock dividends, stock splits, consolidations or such other similar events or corporate actions, and/or (ii) for any revisions as set out under the Transaction Documents (including but limited to any revisions pursuant to Clause 6.3 (Anti-Dilution), Clause 9 (Liquidation Preference) and Clause 15.4 (Consequences of Event of Default) of the SHA), in order to ensure that the conversion rights of the holder are not adversely affected by such events (“**Conversion Price**”).*
- c) *Conversion Procedure.* *The procedure for the conversion of the CCPS shall be in accordance with Applicable Law and the Company shall take all necessary actions to give effect to such conversion. In the event that there are any additional costs, including stamp duty, in relation to the conversion of the CCPS, such costs shall be entirely borne by the Company.*

6) **Liquidation Preference**

The terms of liquidation preference governing CCPS shall be as set out under the SHA.

7) **Anti-Dilution Protection**

The terms of anti-dilution protection governing CCPS shall be as set out under the SHA.

The provisions of the Companies Act, 2013, and the rules prescribed thereunder require the approval of the Members/ Shareholders of the Company by way of a Special Resolution, for offering or making an invitation to subscribe its securities on a preferential basis by way of private placement.

All the relevant documents with respect to this matter are available for inspection by the Members/Shareholders in the manner as provided in the Notes to this Notice of 9th AGM.

None of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution, except to the extent of their shareholding in the Company.

The Board of Directors of the Company, therefore, commends passing of the resolution with or without modification(s), as set out in Item No. 12 of the Notice of the 9th AGM by way of a **Special Resolution**.

Item No. 13

The Board of directors of the Company intends to issue 31,69,103 Equity Shares having face value of INR 2 (Indian Rupees Two only) per Equity Share at a premium of INR 471.32/- (Indian Rupees Four Hundred Seventy One and Paise Thirty Two only) per equity share, aggregating to INR 473.32/- (Indian Rupees Four Hundred Seventy Three and Paise Thirty Two only) per equity shares, to PTC Cables Private Limited (“**PTC Cables**”), in lieu of full and final satisfaction of the principal amount of the loan of INR 150,00,00,000 (Indian Rupees One Hundred Fifty Crores only) advanced by PTC Cables to the Company, on a preferential allotment basis by way of private placement (the “**Issue**”). The Company proposes to issue and allot the Equity Shares as described above to PTC Cables on preferential allotment basis by way of private placement.

Pursuant to proviso to Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, following disclosures are made:

1.	Particulars of the offer including date of passing of Board resolution.	The Company intends to issue 31,69,103 Equity Shares in lieu of full and final satisfaction of the principal amount of the loan of INR 150,00,00,000 (Indian Rupees One Hundred Fifty Crores only) advanced by PTC Cables to the Company. Date of the Board resolution: October 25, 2024
2.	Kind of securities offered and the price at which security is being offered.	31,69,103 Equity Shares at a price of INR 473.32 (Indian Rupees four hundred and seventy three, and paise thirty two only) per Equity Shares having a face value of INR 2 (Indian Rupees Two only) per Equity Share and a premium of INR 471.32 (Indian Rupees four hundred and seventy one and paise thirty two only) per Equity Shares.
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made.	The price has been determined based on valuation report dated October 25, 2024, issued by INMACS Valuers Pvt. Ltd (Registration Number: IBBI/RV-E/02/2021/141), a registered valuer, determining the fair market value of the shares of the Company as on October 09, 2024.

4.	Name and address of valuer who performed valuation.	Name of the registered valuer	:	INMACS Valuers Pvt. Ltd
		Registration No.	:	IBBI/RV-E/02/2021/141
		Address	:	101, Global Business Square, Bldg. no. 32, Sector – 44, Gurugram – 122003, India
5.	Amount which the Company intends to raise by way of such securities.	The Company intends to issue 31,69,103 Equity Shares in lieu of full and final satisfaction of the principal amount of the loan of INR 150,00,00,000 (Indian Rupees One Hundred Fifty Crores only) advanced by PTC Cables to the Company.		
6.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.	<p>a. Material terms for raising such securities: The Equity Shares, on its issuance, shall rank <i>pari passu</i> with the existing equity shares of the Company.</p> <p>b. Proposed time schedule: The issuance shall be completed within 120 (One Hundred and Twenty) days.</p> <p>c. Purpose or objects of offer: For full and final satisfaction of the principal amount of the loan of INR 150 Crores (Indian Rupees One Hundred and Fifty Crores only) advanced by PTC Cables to the Company by way of conversion of such loan into Equity Shares.</p> <p>d. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: None of the Directors or Promoters are subscribing to the offer.</p> <p>e. Principle terms of assets charged as securities: No charge is being created on any asset of the Company for issuing the Equity Shares.</p>		

Pursuant to Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, the material facts and information concerned with and relevant to the issue of Equity Shares to enable the Members/Shareholders understand the meaning, scope and implications of the items of business and to take decision thereon are listed herein below for their consideration. The references hereunder relating to issue are confined to the issue of Equity Shares.

1.	The objects of the issue.	For full and final satisfaction of the principal amount of the loan of INR 150,00,00,000 (Indian Rupees One Hundred Fifty Crores only) advanced by PTC Cables to the Company by way of conversion of such Loan into Equity Shares.
2.	Size of issue	The Company intends to issue 31,69,103 Equity Shares having

		face value of INR 2/- (Indian Rupees two) per Equity Share, at a premium of INR 471.32/- (Indian Rupees Four Hundred Seventy One and Paise Thirty Two only) per equity share, aggregating to INR 473.32/- (Indian Rupees Four Hundred Seventy Three and Paise Thirty Two only) per equity share, towards full and final satisfaction of the principal amount of the loan of INR 150,00,00,000 (Indian Rupees One Hundred Fifty Crores only) advanced by PTC Cables to the Company by way of conversion of such Loan into Equity Shares
3.	The total number of shares or other securities to be issued	The Company intends to issue 31,69,103 Equity Shares having face value of INR 2/- (Indian Rupees Two only) each per Equity Share.
4.	Nature of shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible.	Nature of Shares: The Equity Shares, on its issuance, shall rank <i>pari passu</i> with the existing equity shares of the Company.
5.	Manner of issue of shares.	Preferential allotment by way of private placement.
6.	Terms of issue, including terms and rate of dividend on each share	The Equity Shares, on its issuance, shall rank <i>pari passu</i> with the existing equity shares of the Company.
7.	Terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion.	Not Applicable
8.	Manner and modes of redemption.	
9.	Current shareholding pattern of the Company and the expected dilution in equity share capital upon conversion of preference shares.	The pre-issue shareholding pattern (on a fully diluted basis) of the Company including the expected dilution in equity share capital upon conversion of preference shares is provided in Annexure B to this Notice of 9 th AGM.
10	The price or price band at/within which the allotment is proposed.	INR 473.32 (Indian Rupees four hundred and seventy three and paise thirty two only) per Equity Share, each having a face value of INR 2/- (Indian Rupees Two only) and a premium of INR 471.32/- (Indian Rupees four hundred and seventy one and paise thirty two only)
11	Basis on which the price has been arrived at along with report of the registered valuer.	The price has been determined based on valuation report dated October 25, 2024, issued by INMACS Valuers Pvt. Ltd (Registration Number: IBBI/RV-E/02/2021/141), a registered valuer, determining the fair market value of the shares of the

		Company as on October 09, 2024.								
12	Relevant date with reference to which the price has been arrived at.	October 09, 2024								
13	The class or classes of persons to whom the allotment is proposed to be made.	The allotment is proposed to PTC Cables (an unsecured creditor), a company incorporated under the Companies Act, 1956.								
14	Intention of promoters, directors or key managerial personnel to subscribe to the offer.	None of the promoters, directors or key managerial personnel intend to subscribe to the offer.								
15	The proposed time within which the allotment shall be completed.	120 (One Hundred Twenty) days								
16	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them.	<table><tr><th>Names of the proposed allottee</th><th>Number of Equity Shares</th><th>% Shareholding on a Fully Diluted Basis*</th></tr><tr><td>PTC Cables Private Limited</td><td>31,69,103</td><td>2.14%</td></tr></table> <p><i>*The percentage above reflects the shareholding on a fully diluted basis post considering the following:</i></p> <p><i>A. Issuance of CCPS and Equity Shares to Investors as provided in the Notice of 9th AGM.</i></p> <p><i>B. Issuance of equity shares to PTC Cables as provided in the Notice of 9th AGM.</i></p> <p><i>C. Issuance of share warrants to PTC Cables as provided in the Notice of 9th AGM.</i></p> <p><i>Further, the Company currently has a pool of 10,32,430 employee stock options convertible into 10,32,430 Equity Shares under the Restricted Stock Unit Plan Scheme 2022. The aforementioned shareholding on fully diluted basis factors the same.</i></p>			Names of the proposed allottee	Number of Equity Shares	% Shareholding on a Fully Diluted Basis*	PTC Cables Private Limited	31,69,103	2.14%
Names of the proposed allottee	Number of Equity Shares	% Shareholding on a Fully Diluted Basis*								
PTC Cables Private Limited	31,69,103	2.14%								
17	The change in control, if any, in the company that would occur consequent to the preferential offer.	There is no change in ‘control’ (as defined in the Companies Act, 2013) consequent to this private placement.								
18	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.	During the year, there were no allotments made by the Company on preferential basis. However, equity shares were allotted to select employees under the Company’s ESOP Scheme.								
19	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	The allotment is proposed to be made under this issue for consideration other than cash in lieu of full and final satisfaction of the principal amount of the loan of INR 150 Crores (Indian Rupees One Hundred Fifty Crores only) advanced by PTC Cables to the Company by way of conversion such Loan into Equity Shares.								

20	The current shareholding pattern of the company. The pre-issue and post issue shareholding pattern (on fully diluted basis) of the Company including the expected dilution in equity share capital upon conversion of preference shares.	Enclosed as Annexure B to this Notice of 9 th AGM
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The provisions of the Companies Act, 2013, and the rules prescribed thereunder require the approval of the Members/ Shareholders of the Company by way of a Special Resolution, for offering or making an invitation to subscribe its securities on a preferential basis by way of private placement.

All the relevant documents with respect to this matter are available for inspection by the Members/Shareholders in the manner as provided in the Notes to this Notice of 9th AGM.

None of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution, except to the extent of their shareholding in the Company.

The Board of Directors of the Company, therefore, commends passing of the resolution with or without modification(s), as set out in Item No. 13 of the Notice above by way of a **Special Resolution**.

Item No. 14

The Board of Directors of the Company intends to issue 60,00,169 (Sixty Lakh One Hundred and Sixty Nine) Share Warrants ("**Share Warrants**") having face value of INR 2 (Indian Rupees Two only) each per share warrant at a premium of INR 471.32/- (Indian Rupees Four Hundred Seventy One and Paise Thirty Two only) per Share Warrant, for an aggregate amount of INR 284,00,00,000/- (Indian Rupees Two Hundred and Eighty Four Crores only) ("**Subscription Consideration**") to PTC Cables Private Limited ("**PTC Cables**"), on a preferential allotment basis by way of private placement (the "**Issue**") through issue of serially numbered private placement offer cum application letter recorded as Form PAS – 4 (the "**Offer Letter**") in accordance with the provisions of the Act and other applicable laws. The Company proposes to issue the Share Warrants as described above to PTC Cables on preferential allotment basis by way of private placement.

Pursuant to proviso to Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 following disclosure is made:

1.	Particulars of the offer including date of passing of Board resolution.	INR 284,00,00,000/- (Indian Rupees Two Hundred and Eighty Four Crores only) is being raised by way of issue of the Share Warrants for augmenting the business operations of the Company and general corporate purposes. Date of the Board resolution: October 25, 2024
2.	Kind of securities offered and the price at which security is being offered.	60,00,169 (Sixty Lakh One Hundred and Sixty Nine) Share Warrants at a price of INR 473.32 (Indian Rupees four hundred and seventy three, and paise thirty two only) per Share Warrant

		each having a face value of INR 2 (Indian Rupees Two only) per Equity Share, and a premium of INR 471.32 (Indian Rupees four hundred and seventy one point three-two) per Share Warrant.									
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made.	The price has been determined based on valuation report dated October 25, 2024, issued by INMACS Valuers Pvt. Ltd (Registration Number: IBBI/RV-E/02/2021/141), a registered valuer, determining the fair market value of the shares of the Company as on October 09, 2024.									
4.	Name and address of valuer who performed valuation.	<table> <tr> <td>Name of the registered valuer</td><td>:</td><td>INMACS Valuers Pvt. Ltd.</td></tr> <tr> <td>Registration No.</td><td>:</td><td>IBBI/RV-E/02/2021/141</td></tr> <tr> <td>Address</td><td>:</td><td>101, Global Business Square, Bldg no. 32, Sector 44, Gurugram - 122003</td></tr> </table>	Name of the registered valuer	:	INMACS Valuers Pvt. Ltd.	Registration No.	:	IBBI/RV-E/02/2021/141	Address	:	101, Global Business Square, Bldg no. 32, Sector 44, Gurugram - 122003
Name of the registered valuer	:	INMACS Valuers Pvt. Ltd.									
Registration No.	:	IBBI/RV-E/02/2021/141									
Address	:	101, Global Business Square, Bldg no. 32, Sector 44, Gurugram - 122003									
5.	Amount which the Company intends to raise by way of such securities.	INR 284,00,00,000/- (Indian Rupees Two Hundred and Eighty Four Crores only) is being raised by way of issue of the Share Warrants.									
6.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.	<p>a. Material terms for raising such securities: The material terms for raising Share Warrants are mentioned in the resolution at Item No. 14 of the Notice of the 9th AGM.</p> <p>b. Proposed time schedule: The issuance shall be completed within 120 (One Hundred and Twenty) days from the issue of the private placement offer letter cum application form to PTC Cables.</p> <p>c. Purpose or objects of offer: For supporting existing business plan and future business expansion plan and general corporate purposes.</p> <p>d. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: None of the Directors or the Promoters are subscribing to the offer.</p> <p>e. Principle terms of assets charged as securities: No charge is being created on any asset of the Company for issuing the Share Warrants.</p>									

Pursuant to Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, the material facts and information concerned with and relevant to the issue of Share Warrants to enable the Members/ Shareholders understand the meaning, scope and implications of the items of business and to take decision

thereon are listed below for their consideration. The references hereunder relating to the issue are confined to the issue of Share Warrants.

1.	The objects of the issue.	For supporting existing business plan; future business expansion plan; and general corporate purposes.
2.	Size of issue	INR 284,00,00,000/- (Indian Rupees Two Hundred and Eighty Four Crores only) is being raised by way of issue of Share Warrants.
3.	The total number of shares or other securities to be issued	The Company intends to issue 60,00,169 (Sixty Lakh One Hundred and Sixty Nine) Share Warrants having face value of INR 2 (Indian Rupees Two only) each per Share Warrant, at a premium of INR 471.32/- (Indian Rupees Four Hundred Seventy One and Paise Thirty Two only) per Share Warrant for an aggregate amount of INR 284,00,00,000/- (Indian Rupees Two Hundred and Eighty Four Crores only)
4.	Nature of shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible.	The Share Warrants give PTC Cables the right (but not obligation) to convert into/purchase the Equity Shares of the Company at a specific price and within a specified time period. The material terms of Share Warrants and its conversion are mentioned in the resolution at Item No. 14 of the Notice of the 9 th AGM.
5.	Manner of issue of shares.	Preferential allotment by way of private placement.
6.	Terms of issue, including terms and rate of dividend on each share.	Share Warrants shall be issued pursuant to the material terms as mentioned in the resolution at Item No. 14 of the Notice of the 9 th AGM.
7.	Terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion.	The Share Warrants give PTC Cables the right (but not obligation) to convert into/purchase the Equity Shares of the Company at a specific price and within a specified time period. The material terms of Share Warrants and its conversion mentioned in the resolution at Item No. 14 of the Notice of the 9 th AGM.
8.	Manner and modes of redemption.	
9.	Current shareholding pattern of the Company and the expected dilution in equity share capital upon conversion of preference shares.	The pre-issue shareholding pattern (on a fully diluted basis) of the Company including the expected dilution in equity share capital upon Equity shares being issued in lieu of the Share Warrants is provided in Annexure B to this Notice of 9 th AGM.

10	The price or price band at/within which the allotment is proposed.	INR 473.32 (Indian Rupees four hundred and seventy three and Paise thirty two only) per Share Warrant, each having a face value of INR 2/- (Indian Rupees Two only) and a premium of INR 471.32/- (Indian Rupees four hundred and seventy one and paise thirty two only) per Share Warrant.						
11	Basis on which the price has been arrived at along with report of the registered valuer.	The price has been determined based on valuation report dated October 25, 2024, issued by INMACS Valuers Pvt. Ltd (Registration Number: IBBI/RV-E/02/2021/141), a registered valuer, determining the fair market value of the shares of the Company as on October 09, 2024.						
12	Relevant date with reference to which the price has been arrived at.	October 09, 2024						
13	The class or classes of persons to whom the allotment is proposed to be made.	The allotment is proposed to PTC Cables (an unsecured creditor), a company incorporated under the Companies Act, 1956.						
14	Intention of promoters, directors or key managerial personnel to subscribe to the offer.	None of the promoters, directors or key managerial personnel intend to subscribe to the offer.						
15	The proposed time within which the allotment shall be completed.	120 (One Hundred Twenty) days						
16	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them.	<table border="1"> <thead> <tr> <th>Names of the proposed allottee</th><th>Number of Share Warrants</th><th>% Shareholding on a Fully Diluted Basis*</th></tr> </thead> <tbody> <tr> <td>PTC Cables Private Limited</td><td>60,00,169</td><td>4.05%</td></tr> </tbody> </table> <p><i>*The percentage above reflects the shareholding on a fully diluted basis post considering the following:</i></p> <p>A. Issuance of CCPS and Equity Shares to Investors as provided in the Notice of 9th AGM.</p> <p>B. Issuance of equity shares to PTC Cables as provided in the Notice of 9th AGM.</p> <p>C. Issuance of share warrants to PTC Cables as provided in the Notice of 9th AGM.</p> <p>Further, the Company currently has a pool of 10,32,430 employee stock options convertible into 10,32,430 Equity Shares under the Restricted Stock Unit Plan Scheme 2022. The aforementioned shareholding on fully diluted basis factors the same.</p>	Names of the proposed allottee	Number of Share Warrants	% Shareholding on a Fully Diluted Basis*	PTC Cables Private Limited	60,00,169	4.05%
Names of the proposed allottee	Number of Share Warrants	% Shareholding on a Fully Diluted Basis*						
PTC Cables Private Limited	60,00,169	4.05%						
17	The change in control, if any, in the company that would occur consequent to	There is no change in 'control' (as defined in the Companies Act, 2013) consequent to this private placement.						

	the preferential offer.	
18	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.	During the year, there were no allotments made by the Company on preferential basis. However, equity share were allotted to select employees under the Company's ESOP Scheme.
19	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	No allotment is proposed to be made under this issue for consideration other than cash.
20	The current shareholding pattern of the company. The pre-issue and post issue shareholding pattern (on fully diluted basis) of the Company including the expected dilution in equity share capital upon conversion of preference shares.	Enclosed as Annexure B to this Notice of 9 th AGM

The provisions of the Companies Act, 2013, and the rules prescribed thereunder require the approval of the Members/ Shareholders of the Company by way of a Special Resolution, for offering or making an invitation to subscribe its securities on a preferential basis by way of private placement.

All the relevant documents with respect to this matter are available for inspection by the Members/Shareholders in the manner as provided in the Notes to this Notice of 9th AGM.

None of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution, except to the extent of their shareholding in the Company.

The Board of Directors of the Company, therefore, commends passing of the resolution with or without modification(s), as set out in Item No. 14 of the Notice above by way of a **Special Resolution**.

Annexure B

The pre-issue and post issue shareholding pattern of the Company on a fully diluted basis

S. No	Category	Pre Issue		Post Issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding:				
1	Indian:				
	Individual	11,60,410	0.94%	11,60,410	0.78%
	Bodies Corporate	19,05,718	1.54%	19,05,718	1.29%
	Sub Total (i)	30,66,128	2.48%	30,66,128	2.07%
2	Foreign Promoters (ii)	8,73,40,796	70.67%	8,73,40,796	58.98%
	Sub Total (A) [(i) + (ii)]	9,04,06,924	73.15%	9,04,06,924	61.06%
B	Non- Promoters' holding:				
1	Institutional Investors	1,00,212	0.08%	1,00,212	0.07%
	South Asia Growth Fund III Holdings LLC			93,97,650	6.35%
	South Asia EBT Trust III			1,09,661	0.07%
	Volrado Venture Partners Fund III - BETA, acting through its trustee Real Trustee Advisory Company Private Limited			58,10,023	3.92%
	PTC Cables Pvt. Ltd			31,69,103	2.14%
	PTC Cables Pvt. Ltd (warrants with an option to convert into equity shares)			60,00,169	4.05%
	Sub Total (B)	1,00,212	0.08%	2,45,86,818	16.60%
2	Non-Institution:				
	Private Corporate Bodies	26,72,618	2.16%	26,72,618	1.80%
	Directors and relatives	18,79,656	1.52%	18,79,656	1.27%
	Indian public	2,41,28,631	19.52%	2,41,28,631	16.29%
	Others (Including NRIs)	33,66,971	2.72%	33,66,971	2.27%
	Sub Total (C)	3,20,47,876	25.93%	3,20,47,876	21.64%
	ESOP Pool (D)	10,32,430	0.84%	10,32,430	0.70%
	Grand Total [A+B+C+D]	12,35,87,442	100%	14,80,74,048	100%

Item No. 15

Since last 5 years, Ms. Sonakshi Agarwal is spearheading the CSR initiatives of the Company (SPTL) through its subsidiary Sterlite EdIndia Foundation. She had invested considerable time and efforts for the growth of Sterlite EdIndia and had been providing significant professional expertise on various CSR initiatives of the Company. Sterlite EdIndia Foundation is a Section 8 Company and is a subsidiary company of Sterlite Power. Currently, Ms. Agarwal is holding the position of a Director in Sterlite EdIndia Foundation, she has an Economics degree from the University of Pennsylvania and holds the position of a Trustee in Sterlite Tech Foundation. Further, Ms. Agarwal is the wife of Mr. Pratik Agarwal, the Managing Director of the Company, and She is also the daughter in law of Mr. Pravin Agarwal, the Non-Executive Chairman of the Company. Under the leadership of Ms. Agarwal, Sterlite EdIndia had won many prestigious awards, including the Indian CSR & Sustainability Conclave Award, 2023, for CSR Excellence in Education, the Mahatma Award 2023, for 'Social Good and Impact in Quality Education', the best Innovative CSR Project Award 2023 Education, etc.

The provisions of Section 188(1)(f) of the Companies Act, 2013, read with rules made thereunder, governs the related party transactions wherein a related party is appointed to any office or place of profit in the Company. The provisions provides for obtaining approval of the Board of Directors for entering into such transaction. Further, pursuant to Section 2(76) & (77), a director and his relatives are considered as related party to a Company. The provisions further provides for the approval of the Members/Shareholders for such related party transactions where the amount involved exceeds the threshold limit.

Taking into consideration the immense contributions of Ms. Agarwal in building Sterlite EdIndia Foundation, and her continuous guidance to the Company on its various CSR initiatives, it is proposed to induct Ms. Sonakshi Agarwal, as 'Director - Social Initiatives' in Grade P, being a place of profit in the Company, at an annual remuneration of up to INR 60 lakhs (including variable pay, if any, in terms of Company's policy). In addition to the compensation, Ms. Agarwal shall also be entitled for all the benefits and perks associated with the Grade P, as per the policy applicable to the employees of the Company at that Grade, from time to time. Further, Ms. Agarwal shall be eligible for annual increments, as per the Human Resources Policy of the Company.

Information pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the information of the related party transaction is as follows:

No.	Particulars	Details
1.	the name of the related party	Ms. Sonakshi Agarwal
2.	nature of relationship	<ul style="list-style-type: none"> - Ms. Sonakshi Agarwal is the wife of Mr. Pratik Agarwal – Managing Director of the Company; - Ms. Sonakshi Agarwal, is the daughter in law (Son's wife) of Mr. Pravin Agarwal- Chairman of the Company.
3.	name of the director or key managerial personnel who is related, if any	<ul style="list-style-type: none"> - Mr. Pravin Agarwal, Non-Executive Chairman - Mr. Pratik Pravin Agarwal, Managing Director

4.	nature, material terms, monetary value and particulars of the contract or arrangements	<ul style="list-style-type: none"> a. Nature – Permanent Employment in the Company. b. Material terms – (i) Ms. Agarwal shall be entitled to an annual remuneration of upto INR 60,00,000/- (Indian Rupees Sixty Lakhs only) and shall be in Grade P. (ii) Other perquisites, benefits, terms & conditions of the employment would be governed by the employment contract proposed to be entered as per the Policy of the Company, as amended from time to time. c. Particulars – Appointment of Ms. Sonakshi Agarwal, as an employee of the Company as “Director – Social Initiatives” being an office or place of profit in the Company. d. Monetary value – up to INR 60 lakhs p.a. e. Ms. Agarwal shall be eligible for annual increments, as per the Human Resources Policy of the Company.
5.	any other information relevant or important for the members to take a decision on the proposed resolution	All relevant information has been provided to the Members/Shareholders

The provisions of the Companies Act, 2013, and the rules prescribed thereunder require the approval of the Members/ Shareholders of the Company by way of an Ordinary Resolution, for entering into a related party transaction which involves the amount beyond the threshold limit prescribed in the Act.

All the relevant documents with respect to this matter are available for inspection by the Members/Shareholders in the manner as provided in the Notes to this Notice of 9th AGM.

Except Mr. Pravin Agarwal, Non-Executive Chairman and Mr. Pratik Pravin Agarwal, Managing Director, none of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way, concerned or interested in the said resolution.

The Board of Directors of the Company, therefore, commends passing of the resolution with or without modification(s), as set out in Item No. 15 of the Notice above by way of an **Ordinary Resolution**.

‘Annexure C’

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

Sr. No	Particulars	Mr. Pravin Agarwal	Mr. Anoop Seth	Mr. Pratik Pravin Agarwal	Mr. Reshu Madan
1	DIN	00022096	00239653	03040062	10652503
2	Date of Birth	October 16, 1954	January 07, 1961	December 02, 1982	July 30, 1972
3	Date of Joining on Board	May 05, 2015	April 02, 2024	June 01, 2016	June 01, 2024
4	Experience (including expertise in specific functional area)/Brief Resume	<p>He is the Chairman and Non-executive Director of the Company. He holds a bachelors’ degree in commerce from the Patna University. He has been associated with the Sterlite Power group since its inception and has significant experience in general management and commercial affairs. Previously, he has held directorship positions in Sterlite Technologies Limited, East-North Interconnection Company Limited and Speed on Network Limited and has an overall experience of 27 years as a director in overseeing and handling management of companies.</p>	<p>He is an MMS from BITS Pilani with a major in Finance and Executive International Management Programme from INSEAD, France. He has an illustrious career spanning over thirty-seven years, in financial services and several infrastructure sectors. He has held leadership positions in companies such as AMP Capital, Bank of America, Bechtel Corp, IDFC, Reliance Industries, Standard Chartered Bank, and IL&FS Energy. With an extensive experience, he advises the Board and leadership team on matters related to strategy and growth.</p>	<p>He holds the position of Managing Director in Sterlite Power Transmission Limited (SPTL) since June 2016. He is a Wharton graduate and an MBA from London Business School with over 13 years of experience in building core infrastructure assets in India. He founded the SPTL’s infrastructure business in 2009, and built it to the levels, where it is now. He was also the chairman of the Core Group on Transmission constituted by the CII for Fiscal 2019 and a part of the Task Force on Power Transmission constituted by the Federation of Indian Chambers of Commerce and Industry (the “FICCI”) in 2013.</p>	<p>He has over 25 years of cross functional experience across industries and has played significant role in driving new potential business opportunities & consequent realization, P&L Management, and fostering strategic partnerships to expand into new business areas. Before joining Sterlite Power, he played strategic roles with Crompton Greaves & TBEA Energy.</p> <p>He holds a Post Graduate Diploma in Management from IMT Ghaziabad and a Bachelor of Engineering degree in Mechanical from Bharti Vidyapeeth College of Engineering, University of Pune.</p>

		He has been a Director on the Board of the Company since May 05, 2015			
5	Terms and Conditions of Re-appointment / fixation of Remuneration	He is a non-executive Director and Chairman of the Board. Mr. Pravin Agarwal is entitled to remuneration as provided under Section 197 of the Companies Act, 2013.	Independent Director, not liable to retire by rotation, to hold office for a period of 5 years, with effect from April 02, 2024, up to April 01, 2029. He is entitled to remuneration as provided under Section 197 of the Companies Act, 2013.	<ul style="list-style-type: none"> - Re-appointed as the Managing Director for a period of 3 (Three) years with effect from June 01, 2024, to May 31, 2027. - The overall remuneration proposed for approval of the Members/Shareholders is set out in the explanatory statement annexed to this Notice. 	<ul style="list-style-type: none"> - Appointed as the Whole Time Director for a period of 3 (Three) years with effect from June 01, 2024, to May 31, 2027. - The overall remuneration proposed for approval of the Members/Shareholders is set out in the explanatory statement annexed to this Notice.
6	Remuneration last Drawn	Nil	Except sitting fees and profit related commission, no other remuneration has been paid to Mr. Anoop Seth	INR 85.55 million	Not Applicable
7	Remuneration proposed to be paid	Mr. Pravin Agarwal may be paid profit related commission for the contribution and time spent on strategic matters, in addition to attending the Board/Committee meetings, as may be decided by the Board of Directors/Shareholders, from time to time.	In addition to the sitting fees, Mr. Anoop Seth may be paid profit related commission for the contribution and time spent on strategic matters in addition to attending the Board/Committee meetings, as may be decided by the Board of Directors/Shareholders, from time to time.	As mentioned in the explanatory statement for Item no. 3.	As mentioned in the explanatory statement for Item no. 5.

8	Directorships in other Companies (excluding foreign and private Companies)	1. Sterlite Technologies Limited 2. Twin Star Display Technologies Limited 3. Anupamjeevan Foundation (Section 8 Private Company)	1. JK Paper Limited 2. Saktek Foundation (Section 8 Private Company)	Sterlite Grid 32 Limited	Maharashtra Transmission Communication Infrastructure Limited
9	Memberships / Chairmanships of Committees across all other public companies	Sterlite Technologies Limited - Member of Audit Committee and Sustainability and Corporate Social Responsibility Committee - Chairman of Authorisation & Allotment Committee	JK Paper Limited - Chairman of the Audit Committee - Member of the Stakeholders Relationship Committee		
10	Shareholding in the Company	11,26,210 equity shares as on November 08, 2024	Nil	9,57,228 equity shares as on November 08, 2024	4 equity shares as on November 08, 2024
11	Relationship with other Directors/ KMPs	He is Father of Mr. Pratik Pravin Agarwal – Managing Director of the Company.	None	He is son of Mr. Pravin Agarwal – Director and Chairman of the Company.	None
12	No. of Board Meetings attended during the year	6 of 10	6 of 6	8 of 10	Not Applicable

By order of the Board of Directors

For Sterlite Power Transmission Limited

Sd/-

Ashok Ganesan

Company Secretary

FCS - 5190

Date: November 12, 2024

Place: Gurugram

INSTRUCTIONS FOR REMOTE E-VOTING AND FOR ATTENDING THE MEETING

A. Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 09, 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.

i. 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 not registered for 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 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- 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 not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- 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.

ii. **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.

iii. 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). 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.
- 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).

iv. 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

v. Forgot Password:

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

If an Individual shareholders 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>

- Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- 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”.

B. Process and manner for attending the General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

▶ Select the “Company” and ‘Event Date’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

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

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

- i. Shareholders who would like to speak during the meeting must register their request with the company.
- ii. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
- iii. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
- iv. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
- v. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

- i. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- ii. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
- iii. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- iv. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- v. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
- vi. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.