

## STERLITE GRID 5 LIMITED

Registered office: 4<sup>th</sup> Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra- 411001  
Corporate office: 5<sup>th</sup> Floor, RMZ Infinity, Plot No. 15, Udyog Vihar, Phase-IV,  
Gurugram - 122015, Haryana, India  
CIN - U29190PN2016PLC209044 | Phone: +91 124 456 2000  
Email - secretarial.grid@sterlite.com | Website: www.sterlitegrid.com

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### NOTICE OF THE 9<sup>TH</sup> ANNUAL GENERAL MEETING

**Notice** is hereby given that the 9<sup>th</sup> (Ninth) Annual General Meeting ('9<sup>th</sup> AGM') of the Members/Shareholders of Sterlite Grid 5 Limited ('the Company') will be held on Friday, December 26, 2025, at 4.00 p.m. through video conferencing ('VC') / other audio-visual means ('OAVM') to transact the following business(es):

#### ORDINARY BUSINESS:

1.

a. **To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and the Statutory Auditors' thereon; and in this regard and if deemed 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, 2025, and the reports of the Board of Directors' and the Statutory Auditors', thereon laid before this Meeting and as circulated to the Members/Shareholders 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, 2025, and report of the Statutory Auditors' thereon; and in this regard and if deemed 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, 2025, and the report of the Statutory Auditors' thereon laid before this Meeting and as circulated to the Members/Shareholders be and are hereby received, considered and adopted."

2. **To appoint a Director in place of Mr. Ankit Bhardwaj (DIN: 09679319), who retires by rotation and being eligible, offers himself for re-appointment as a Director; and in this regard and if deemed fit, to consider and if thought fit, to pass the following resolution 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. Ankit Bhardwaj (DIN: 09679319), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company and his office shall be liable to retire by rotation."

#### SPECIAL BUSINESS:

3. **To consider and approve the appointment of Mr. Arun Sharma (DIN: 08217295) as the Director of the Company, liable to retire by rotation; and in this regard and if deemed fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to Section 149, 152, 160, 161 and other applicable provisions of the Companies

Act, 2013 read with relevant Rules made thereunder (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 the recommendations of the Nomination and Remuneration Committee, Mr. Arun Sharma (DIN: 08217295) who was appointed as an Additional Director in the capacity of Non-Executive Director by the Board of Directors of the Company (effective from December 01, 2025), and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing in terms of Section 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Director(s) and the Company Secretary of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

4. **To consider and approve the appointment of Ms. Pooja Khanna (DIN: 11391294) as the Director of the Company, liable to retire by rotation; and in this regard and if deemed fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Section 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013 read with relevant Rules made thereunder (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 the recommendations of the Nomination and Remuneration Committee, Ms. Pooja Khanna (DIN: 11391294) who was appointed as an Additional Director in the capacity of Non-Executive Director by the Board of Directors of the Company (effective from December 01, 2025), and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing in terms of Section 160 of the Companies Act, 2013, from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Director(s) and the Company Secretary of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

5. **To consider and approve the appointment of Mr. Akshay Pradeep Hiranandani (DIN: 07557700) as the Director of the Company, liable to retire by rotation; and in this regard and if deemed fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Section 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013 read with relevant Rules made thereunder (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 the recommendations of the Nomination and Remuneration Committee, Mr. Akshay Pradeep Hiranandani (DIN: 07557700) who was appointed as an Additional Director in the capacity of Non-Executive Director by the Board of Directors of the Company (effective from March 31, 2025), and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing in terms of Section 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Director(s) and the Company Secretary of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

6. To consider and approve the appointment of Mr. Alampallam Ramakrishnan Narayanaswamy (DIN: 00818169) as the Non-Executive and Independent Director of the Company, for a consecutive period of 3 years, effective from March 31, 2025, till March 30, 2028; and in this regard and if deemed fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, 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 declaration of independence in terms of Section 149 of the Act and a notice received in writing in terms of Section 160 of the Act from a Member proposing his candidature for the office of Director, and pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Alampallam Ramakrishnan Narayanaswamy (DIN: 00818169), who was appointed as an Additional Director of the Company in the capacity of Non-Executive and Independent Director (effective from March 31, 2025) and eligible for such appointment, be and is hereby appointed /ratified/ regularized as a Non-Executive and Independent Director of the Company, not liable to retire by rotation, for the first term of 3 consecutive years effective from March 31, 2025, till March 30, 2028, on such terms and conditions as detailed in the explanatory statement annexed to the notice of 9<sup>th</sup> Annual General Meeting of the Company and forming part of this resolution.

**RESOLVED FURTHER THAT** the Board of Director(s) and the Company Secretary of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

7. To consider and approve the appointment of Ms. Pooja Soman (DIN: 07131449) as the Non-Executive and Independent Director of the Company, for a consecutive period of 3 years, effective from March 31, 2025, till March 30, 2028; and in this regard and if deemed fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 161 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 declaration of independence in terms of Section 149 of the Act and a notice received in writing in terms of Section 160 of the Act from a Member proposing her candidature for the office of Director, and pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Pooja Soman (DIN: 07131449) who was appointed as an Additional Director of the Company in the capacity of Non-Executive and Independent Director (effective from March 31, 2025), and eligible for such appointment, be and is hereby appointed /ratified/ regularized as a Non-Executive and Independent Director of the Company, not liable to retire by rotation, for the first term of 3 consecutive years effective from March 31, 2025, till March 30, 2028, on such terms and conditions as detailed in the explanatory statement annexed to the notice of 9<sup>th</sup> Annual General Meeting of the Company and forming part of this resolution.

**RESOLVED FURTHER THAT** the Board of Director(s) and the Company Secretary of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

**8. To consider and approve the appointment of Mr. Pawan Kumar Singh (PAN: BMLPS0204G) as the Manager, for a period of 5 years effective from March 31, 2025, till March 30, 2030, and to fix the terms and conditions including remuneration; and in this regard, if deemed fit, to pass the following resolution, with or without modification(s), as an Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 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, consent of the Members/Shareholders be and is hereby accorded for the appointment of Mr. Pawan Kumar Singh (PAN: BMLPS0204G) as the Manager of the Company for a consecutive period of 5 years and to hold such office with effect from March 31, 2025, till March 30, 2030, on the terms and conditions as set out in the explanatory statement annexed to the notice of 9<sup>th</sup> Annual General Meeting of the Company and forming part of this resolution and the Members/Shareholders do hereby approve/ratify the payment of such remuneration (including inadequacy profit) as may be determined by the Board or the Nomination and Remuneration Committee, from time to time, within the maximum limits of remuneration for Manager approved by the Members/Shareholders of the Company.

**RESOLVED FURTHER THAT** the Board of Directors/ the Nomination and Remuneration Committee and 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."

**9. To consider, approve/ratify the Sterlite Grid Equity Scheme 2024, and in this regard, if deemed fit, to pass the following resolution, with or without modification(s), as a Special Resolution:**

**"RESOLVED THAT** in continuation to the approval of the shareholders vide resolution dated August 09, 2024 and pursuant to the provisions of section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 and 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, as amended, from time to time, and pursuant to the recommendations of the Nomination and Remuneration Committee; and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications, as may be imposed or prescribed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include the Nomination and Remuneration Committee), the Shareholders/ Members do hereby approve/ratify the introduction and implementation of the 'Sterlite Grid Equity Scheme 2024' (hereinafter referred to as the "**Equity Scheme 2024**"/ "**Scheme**") and creation, offer and grant, from time to time, in one or more tranches, such number of stocks ("**RSUs**") being not exceeding 1% (One percent) of the paid-up equity share capital of the Company (excluding outstanding warrants and conversions) currently issued and outstanding (12,25,55,012) equity shares to:

- (a) the permanent employees;
- (b) such other employees, as may, from time to time, be allowed under Applicable Laws; and
- (c) Directors of the Company, its subsidiary, and / or its affiliate companies; whether whole time or otherwise, whether working in India or outside India (except Promoter, Promoter Group, Independent Directors and Directors holding more than 10% of the outstanding equity shares of the Company, if any, through themselves or through their relatives or through any body-corporate, directly or indirectly)

as may be decided by the Board under the Equity Scheme 2024 (hereinafter referred to as the "**Eligible**

**Employees"), convertible/ exchangeable into such number of equity shares or any other equity linked instrument(s) of INR 2/- (Indian Rupees Two) each, the aggregate number of which upon exercise shall not exceed 12,25,550 (Twelve Lacs Twenty Five Thousand Five Hundred and Fifty) equity shares, on such other terms and conditions, as may be determined by the Board under the Equity Scheme 2024.**

**RESOLVED FURTHER THAT** the Board including any Committee thereof be and is hereby further authorized to issue and allot equity shares upon exercise of RSUs by the Eligible Employees, from time to time, in accordance with the Equity Scheme 2024, and such equity shares allotted pursuant to the exercise of RSUs, shall rank pari-passu in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** the aforesaid ceiling of RSUs convertible into equivalent number of equity shares of INR 2/- (Indian Rupees Two) each shall be appropriately adjusted, in case of any corporate action(s) such as rights issues, bonus issues, sub-division, split or consolidation of shares, any change in capital structure, merger and/or sale of division/undertaking or any other re-organization /restructuring of the Company, without affecting any other rights or obligations of the RSU grantees.

**RESOLVED FURTHER THAT** the Directors and the Company Secretary of the Company be and are hereby severally authorized to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned persons for necessary action."

By order of Board of Directors  
**Sterlite Grid 5 Limited**

Sd/-  
**Nikita Gupta**  
Company Secretary  
ACS – 64659

Date: December 01, 2025  
Place: Gurugram

**NOTES:**

1. The Ministry of Corporate Affairs ('MCA') vide General Circular Nos. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020; 10/2021 dated June 23, 2021; 20/2021 dated December 08, 2021; 03/2022 dated May 05, 2022; 10/2022 dated December 28, 2022; 09/2023 dated September 25, 2023, and 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as '**MCA Circulars**'), has permitted the holding of the AGM through VC/OAVM without the physical presence of the Members/Shareholders at a common venue. In compliance with the said MCA Circulars and provisions of the Companies Act, 2013, the 9<sup>th</sup> AGM of the Company is being held through VC/OAVM. The meeting shall be deemed to be conducted at the Registered Office of the Company situated at 4<sup>th</sup> Floor, Godrej Millennium, 9 Koregaon Road, Pune, Maharashtra – 411 001.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts with respect to Special business(es), is annexed hereto and forms part of this notice.
3. The relevant details in terms of the Secretarial Standard-2 issued by Institute of Company Secretaries of India ("ICSI") in respect of directors/KMPs seeking appointment/ re-appointment/ changes in terms of appointment in this AGM are annexed hereto.
4. Pursuant to the provisions of the Companies Act, 2013, a member/shareholder entitled to attend and vote at the general meeting, is entitled to appoint a proxy and the proxy need not be a member of the company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members/shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Members/Shareholders will not be available for this Meeting and hence, the proxy form, attendance slip, and the route map are not annexed hereto.
5. The Members/Shareholders attending the 9<sup>th</sup> AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Board of Directors have appointed Mr. Prakash Verma (FCS 9553, CP No. 11671), Partner of M/s MAPS & Company, Company Secretaries in Practice (ICSI Unique Code – P2022UP093000), failing him Mr. Mohit Arora (FCS 13056, CP No. 23562), Partner of M/s MAPS & Company, as a Scrutinizer to scrutinize the process of remote e-voting and voting at the Meeting in a fair and transparent manner.
7. The Corporate Members/Shareholders are entitled to appoint authorized representatives under Section 113 of the Companies Act 2013, to attend and participate in the Meeting through VC/OAVM and cast their votes either by way of remote e-voting and voting electronically at the Meeting. The Corporate Members/Shareholders are requested to send a copy of the Board Resolution/Power of Attorney authorizing its representatives, in pdf format, to attend and vote at the Meeting to the Scrutinizer at [pv@tglasitors.com](mailto:pv@tglasitors.com).
8. In the case of joint shareholders attending the 9th AGM, only such joint Member/ shareholder who is higher in the order of names will be entitled to vote.
9. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
10. The Company has availed the services of MUFG Intime India Private Limited (*Formerly Link Intime India Private Limited*), Registrar and Transfer Agent, as the authorized agency for conducting the 9<sup>th</sup> AGM through

VC/OAVM and providing e-voting facility. The detailed instructions for e-voting including remote e-voting and procedure for joining the AGM through VC / OAVM are annexed to this Notice.

11. Pursuant to the MCA Circulars, the Notice of 9<sup>th</sup> AGM and the Annual Report for the financial year 2024-25 are being sent to the Members/Shareholders through electronic mode only, at email addresses of the Members/Shareholders registered with the Registrar and Transfer Agent or the Depository Participant(s). The Notice and the Annual Report will also be available on the Company's website at [www.sterlitegrid.com](http://www.sterlitegrid.com) and respectively and on the website of MUFG Intime at <https://instavote.linkintime.co.in>.
12. In case any Member/Shareholder is desirous of obtaining hard copy of the Annual Report for the financial year 2024-25, may send request to the Company at the e-mail address at [secretarial.grid@sterlite.com](mailto:secretarial.grid@sterlite.com) mentioning folio No./DP ID and Client ID.
13. 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.
14. 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.
15. 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](mailto:secretarial.grid@sterlite.com).
16. 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](mailto:secretarial.grid@sterlite.com).
17. 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 29, 2025 and placed on the website of the Company at [www.sterlitegrid.com](http://www.sterlitegrid.com) under the 'Section - Shareholder Information' and MUFG Intime at <https://instavote.linkintime.co.in>.
18. 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 MUFG Intime, on all the resolutions set forth in this Notice. The detailed instructions for e-voting including remote e-voting and procedure for joining the Meeting through VC / OAVM are annexed to this Notice.
19. The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	Monday, December 22, 2025; 9.00 am (IST)
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End of remote e-voting	Thursday, December 25, 2025; 5.00 pm (IST)
EVEN No.	250881

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 MUFG Intime upon expiry of the aforesaid period. Once the vote on a resolution is cast by a Member/Shareholder, the Member/Shareholder shall not be allowed to change it subsequently.

20. 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, December 19, 2025 ("cut-off date"). Any person who is not a Member/Shareholders as on the cut-off date should treat this Notice for information purposes only.
21. Any person, who acquires shares of the Company and becomes a Member/Shareholder of the Company after the AGM Notice is sent through by email to the Members/Shareholders and before the cut-off date i.e., on Friday, December 19, 2025, may obtain the User ID and password by sending a request [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact at: - Tel: 022-4918 6000.
22. The Members/Shareholders who would like to express their views or ask questions during the Meeting may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID, No. of shares, PAN, mobile number at [secretarial.grid@sterlite.com](mailto:secretarial.grid@sterlite.com) from Monday, December 22, 2025, till Thursday, December 25, 2025. Only those Members/Shareholders who have registered themselves as a speaker will be allowed to express their views or ask questions during the Meeting. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the Meeting.
23. *The Hon'ble National Company Law Tribunal, Mumbai bench vide its order dated September 05, 2024, sanctioned the Scheme of Arrangement between Sterlite Grid 5 Limited ("SGL 5"), Sterlite Electric Limited (formerly known as Sterlite Power Transmission Limited) ("SEL") and their respective shareholders and creditors for the demerger of Infrastructure Business of SEL into SGL 5 with the appointed date of January 01, 2023. A certified true copy of the Order was received on September 26, 2024, and filed with the Registrar of Companies on October 08, 2024. On November 22, 2024, SGL 5 issued and allotted 12,25,55,012 Equity Shares of INR 2/- each, as consideration for the Scheme of Arrangement, to the eligible shareholders of SEL, as on the Record Date i.e. October 30, 2024.*  
*However, as on the Record Date, the shares of those eligible shareholders who were holding shares of SEL in the physical form or whose demat account details were not updated with the depositories or whose shares were already lying in the suspense account with SEL, etc., were credited to a suspense. The list of shareholders whose shares are lying in the suspense account is available at [www.sterlitegrid.com](http://www.sterlitegrid.com).*  
*The shareholders may*

## INSTRUCTIONS FOR REMOTE E-VOTING AND FOR ATTENDING THE MEETING

### A. Remote e-voting instructions for Members/Shareholders:

As per the SEBI circular dated July 11, 2023, 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:

<b>NSDL</b>	<b>CDSL</b>
<p><b>METHOD 1:</b></p> <p><u>If registered with NSDL IDeAS facility</u></p> <ol style="list-style-type: none"><li>a. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> and click on “Beneficial Owner” icon under “Login”.</li><li>b. Enter User ID and Password. Click on “Login”</li><li>c. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.</li><li>d. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li></ol> <p style="text-align: center;"><b>OR</b></p> <p><u>If not registered with NSDL IDeAS facility</u></p> <ol style="list-style-type: none"><li>a. To register, visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> and select “Register Online for IDeAS Portal” or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>b. Proceed with updating the required fields.</li><li>c. Post successful registration, user will be provided with Login ID and password.</li><li>d. After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.</li><li>e. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li></ol> <p><b>METHOD 2</b></p> <p>By directly visiting the e-voting website of NSDL</p>	<p><b>METHOD 1</b></p> <p><u>If registered with CDSL Easi/Easiest facility</u></p> <ol style="list-style-type: none"><li>a. Visit URL: <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li><li>b. Click on New System Myeasi Tab</li><li>c. Login with existing my easi username and password</li><li>d. After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.</li><li>e. Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li></ol> <p style="text-align: center;"><b>OR</b></p> <p><u>If not registered with CDSL Easi/Easiest facility</u></p> <ol style="list-style-type: none"><li>a. To register, visit URL: <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> / <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a></li><li>b. Proceed with updating the required fields.</li><li>c. Post registration, user will be provided username and password.</li><li>d. After successful login, user able to see e-voting menu.</li><li>e. Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li></ol> <p><b>METHOD 2</b></p>

<ol style="list-style-type: none"> <li>a. Visit URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a></li> <li>b. Click on the “Login” tab available under ‘Shareholder/Member’ section.</li> <li>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.</li> <li>d. Post successful authentication, you will be redirected to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.</li> <li>e. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ol>	<p><u>By directly visiting the e-voting website of CDSL.</u></p> <ol style="list-style-type: none"> <li>a. Visit URL: <a href="https://www.cdsindia.com">https://www.cdsindia.com</a></li> <li>b. Go to e-voting tab.</li> <li>c. Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.</li> <li>d. System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account</li> <li>e. After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ol>
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ii. 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, user shall navigate through “e-voting” option.
- c. Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d. After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

iii. 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:

- a. Visit URL: <https://instavote.linkintime.co.in>
- b. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
  - (i) User ID (Individual Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Non-individual Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Non-individual Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID)
  - (ii) 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.)
  - (iii) DOB/DOI [Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)]

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

*Note: Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above and Non-individual Shareholders holding shares in demat form, shall provide 'D' above*

- c. 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).
- d. Enter Image Verification (CAPTCHA) Code
- e. Click "Submit" (You have now registered on InstaVote).

**Process of casting your vote electronically:**

- a. Click on 'Login' under 'SHARE HOLDER' tab.
- b. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
- c. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
- d. E-voting page will appear.
- 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'. 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.

iv. 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 "Custodian / Corporate Body/ 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](mailto:insta.vote@linkintime.co.in).
- e. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote).
- 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 details of '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.
- d. 'Investor's Name - Enter full name of the entity.
- e. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
- f. '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 or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

g. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). 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

<b>METHOD 1 - VOTES ENTRY</b>	<b>METHOD 2 - VOTES UPLOAD</b>
<p>a. Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> and login with credentials as received in Step 1 above.</p> <p>b. Click on “Votes Entry” tab under the Menu section.</p> <p>c. Enter the “Event No.” for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under “On-going Events”.</p> <p>d. Enter “16-digit Demat Account No.” for which you want to cast vote.</p> <p>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).</p> <p>f. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.</p> <p>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).</p>	<p>a. Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> and login with credentials as received in Step 1 above.</p> <p>b. After successful login, you will be able to see the “Notification for e-voting”.</p> <p>c. Select “View” icon for “Company’s Name / Event number”.</p> <p>d. E-voting page will appear.</p> <p>e. Download sample vote file from “Download Sample Vote File” tab.</p> <p>f. Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option.</p> <p>g. 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).</p>

**B. Helpdesk or instructions for generating password**

i. Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

ii. 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.

<b>Login type</b>	<b>Helpdesk details</b>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000

<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
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iii. Forgot Password

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

*In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. 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.

b. 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 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 have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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.*

c. Individual Shareholders holding securities in demat mode with NSDL/ CDSL who have forgotten the password:

The Members/Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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”.

**C. Process and manner for attending the Meeting through InstaMeet**

- a. Open the internet browser and launch the URL: <https://instameet.in.mpms.mufg.com> & click on “Login”:
- b. Select the “Company” and ‘Event Date’ and register with your following details:
  - i. 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
  - ii. 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.
  - iii. Mobile No.: Enter your mobile number.
  - iv. Email ID: Enter your email id, as recorded with your DP/Company.
- c. Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

**D. Instructions for the Members/Shareholders to speak during the Meeting through InstaMeet**

- a. The Members/Shareholders who would like to speak during the Meeting must register their request with the company at [secretarial.grid@sterlite.com](mailto:secretarial.grid@sterlite.com) from Monday, December 22, 2025 till Thursday, December 25, 2025.
- b. The Members/Shareholders will get confirmation on first cum first basis depending upon the availability of time at the Meeting. The Company reserves the right to restrict the number of speakers as well as the speaking time.
- c. The Members/Shareholders will receive “speaking serial number” once they mark attendance for the Meeting.
- d. Other Members/Shareholders may ask questions to the panellist, via active chat-board during the Meeting.
- e. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

***Note: The Members/Shareholders are requested to speak only when moderator of the Meeting will announce the name and serial number for speaking.***

**E. Instructions for the Members/Shareholders to vote during the Meeting through InstaMeet**

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

- a. On the Shareholders VC page, click on the link for e-Voting ‘Cast your vote’.

- b. 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'.
- c. After successful login, you will see 'Resolution Description' and against the same the option 'Favour/ Against' for voting.
- d. 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'.
- e. 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'. To change your vote, click on 'Back' and accordingly modify your vote.
- f. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

***Note: The Members/Shareholders who will be present in the 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. The Members/Shareholders who have voted through Remote e-voting prior to the Meeting will be eligible to attend/ participate in the Meeting through InstaMeet. However, they will not be eligible to vote again during the Meeting.***

**Points to be taken care of while joining the Meeting through InstaMeet:**

- The Members/Shareholders are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- The Members/Shareholders are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- The Members/Shareholders 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.

**Helpdesk**

In case the Members/Shareholders have any queries regarding login/ e-voting, they may send an email to [instameet@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

## **EXPLANATORY STATEMENT (PURSUANT TO SECTION 102(1) COMPANIES ACT, 2013)**

In conformity with the provisions of Section 102(1) of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to Special Business mentioned in the accompanying notice and should be taken as forming part of the Notice of 9<sup>th</sup> AGM.

### **Item No. 3**

#### **Appointment of Mr. Arun Sharma (DIN: 08217295), as the Director of the Company**

Pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 (the "Act"), the Board of Directors vide resolution passed on December 01, 2025, subject to the approval of Members/Shareholders, approved the appointment of Mr. Arun Sharma as an Additional Director of the Company in the capacity of Non-Executive Director effective from December 01, 2025, liable to retire by rotation. As the Act, the tenure of the Additional Director is valid up to the date of ensuing Annual General Meeting and is eligible for appointment as a Director at the AGM.

#### **Brief experience**

*Mr. Arun Sharma brings 3 decades of rich leadership experience in strategy and execution of large-scale EPC and construction projects in India, South East Asia and CIS countries. He has in-depth experience across nuclear, coal-based, combined cycle power plants, LNG and Oil & Gas. In the Oil & Gas industry he gained strong experience in EPC of refinery, Outfield Well Pads, Metering Stations, Sulphur recovery, Cross Country Pipeline Units & Gas Treatment Units. Previously he served in leadership positions with organizations like Nuclear Power Corporation of India, Enron India, Kazstroy Service & Punj Lloyd.*

It is further informed that the Company has received the requisite statutory disclosures/declarations from Mr. Arun Sharma 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 and (c) the Company has also received a notice in writing from a Member proposing candidature of Mr. Arun Sharma to the office of Director.

Mr. Arun Sharma may be entitled to receive remuneration by way of sitting fees 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 may also be entitled to commission as may be approved by the Board.

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 9<sup>th</sup> AGM.

Save and except for Mr. Arun Sharma, 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.

The Board commends the **Ordinary Resolution** for the appointment of Mr. Arun Sharma as a (Non-Executive) Director as set out at **Item No. 3** of the Notice of the 9<sup>th</sup> AGM, for the approval of the Members/Shareholders.

Additional details of Mr. Arun Sharma as required to be provided pursuant to the Secretarial Standard on General Meetings ("SS-2") are provided herein below:

Name	Mr. Arun Sharma
DIN	08217295
Date of Birth	26/06/1969
Nationality	Indian
Age	56 years
Date of first Appointment on Board	December 01, 2025
Qualification	<ul style="list-style-type: none"> <li>Master of Business Administration / Post Graduate Diploma in Management( Management Development)</li> <li>Bachelor of Technology / Bachelor of Engineering (Electrical Engineering)</li> <li>Member of The Institute of Company Secretaries of India (ICSI)</li> </ul>
Experience (including expertise in specific functional area)/ Brief Resume	Mr. Arun Sharma brings 3 decades of rich leadership experience in strategy and execution of large-scale EPC and construction projects in India, South East Asia and CIS countries. He has in-depth experience across nuclear, coal-based, combined cycle power plants, LNG and Oil & Gas . In the Oil & Gas industry he gained strong experience in EPC of refinery, Outfield Well Pads, Metering Stations, Sulphur recovery, Cross Country Pipeline Units & Gas Treatment Units. He served in leadership positions with organizations like Nuclear Power Corporation of India, Enron India, KazStroy Service & Punj Lloyd.
Remuneration last drawn	Nil
Remuneration sought to be paid	Not applicable
No. of Meetings attended during the year	Nil (He was appointed as on December 01, 2025)
Relationship with other Directors/Key Managerial Personnel	None
Directorships held in other public companies (excluding foreign and section 8 companies)	1 (One) Whole Time Director in Resonia Limited
Membership/Chairmanship of committees of other public companies (includes only Audit Committee and stakeholders' Relationship Committee)	Nil
Terms & conditions of re-appointment/ fixation of Remuneration	As may be decided by the Board, from time to time
Number of Shares held in the Company	7007

#### Item No. 4

#### **Appointment of Ms. Pooja Khanna (DIN: 11391294), as Director of the Company**

Pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 (the 'Act'), the Board of Directors vide resolution passed on December 01, 2025, subject to the approval of Members/Shareholders approved the appointment of Ms. Pooja Khanna as an Additional Director of the Company in the capacity of Non-Executive Director effective from December 01, 2025, liable to retire by rotation. As per the Act, the tenure of the Additional Director is valid up to the date of ensuing Annual General Meeting and is eligible for appointment as a Director at the AGM.

## **Brief experience**

*Pooja has an experience of over 20 years in the field of Finance. Her professional journey encompasses senior leadership roles in the finance and tax domain at Sterlite Electric and top consulting firms such as PricewaterhouseCoopers and Ernst & Young. Her experience covers a broad spectrum of finance functions, including direct and indirect tax management, transfer pricing, investment structuring, and strategic advisory for large-scale transactions across various companies.*

It is further informed that the Company has received the requisite statutory disclosures/declarations from Ms. Pooja Khanna 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 and (c) the Company has also received a notice in writing from a Member proposing candidature of Mr. Arun Sharma to the office of Director.

Ms. Pooja Khanna may be entitled to receive remuneration by way of sitting fees 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 she may also be entitled to commission as may be approved by the Board

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 9<sup>th</sup> AGM.

Save and except for Ms. Pooja Khanna, being an appointee and her 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 commends the **Ordinary Resolution** for the appointment of Ms. Pooja Khanna as a (Non-Executive) Director as set out at **Item No. 4** of the Notice of the 9<sup>th</sup> AGM, for the approval of the Members/Shareholders.

Additional details of Ms. Pooja Khanna as required to be provided pursuant to the Secretarial Standard on General Meetings ("SS-2") are provided herein below:

<b>Name</b>	<b>Ms. Pooja Khanna</b>
DIN	11391294
Date of Birth	27/08/1983
Age	42 years
Date of first Appointment on Board	December 01, 2025
Qualification	<ul style="list-style-type: none"><li>Member of The Institute of Chartered Accountants of India (ICAI)</li><li>B.Com. (Hons.) from Sri Ram College of Commerce, University of Delhi.</li></ul>
Experience (including expertise in specific functional area)/ Brief Resume	20 Years of rich experience
Terms & conditions of re-appointment/ fixation of Remuneration	As may be decided by the Board from time to time
Remuneration last drawn	Nil
Remuneration sought to be paid	Not Applicable
Directorships held in other public companies(excluding foreign and section 8 companies)	Nil
Membership/Chairmanship of committees across all other	NA

public companies	
Number of Shares held in the Company	758
Relationship with other Directors/Key Managerial Personnel	N.A.
No. of Meetings of Board attended during 2024-25	Nil (She was appointed as on December 01, 2025)

## Item No. 5

### Appointment of Mr. Akshay Pradeep Hiranandani (DIN: 07557700), as Director of the Company

Pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 (the 'Act'), the Board of Directors vide resolution passed on March 31, 2025, subject to the approval of Members/Shareholders, approved the appointment of Mr. Akshay Pradeep Hiranandani as an Additional Director of the Company in the capacity of Non-Executive Director, liable to retire by rotation. As per the Act, , the tenure of the Additional Director is valid up to the date of ensuing Annual General Meeting and is eligible for appointment as a Director at the AGM.

Brief experience:

*Akshay is driven by the pursuit of making renewable energy a feasible solution for energy-intensive industries. He has extensive experience in Corporate Finance function, managing & strategizing capital raise and allocation for the sustainable energies platform that is focused on providing round the clock green energy to some of the largest energy industries in the country. His career spans two decades, fifteen of which were spent in Corporate Finance and Development. He has raised over \$1.5 bn across debt and equity while working for domestic and international developers. He has also supervised the development & execution of 1+GW of projects in renewables. Earlier Akshay spearheaded the structured investment and project finance desk of Piramal Capital in infrastructure, having deployed and exited ~1 bn USD of exposure.*

It is further informed that the Company has received the requisite statutory disclosures/declarations from Mr. Akshay Pradeep Hiranandani 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 and (c) the Company has also received a notice in writing from a Member proposing candidature of Mr. Arun Sharma to the office of Director.

Mr. Akshay Pradeep Hiranandani may be entitled to receive remuneration by way of sitting fees 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 may also be entitled to commission as may be approved by the Board.

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 9<sup>th</sup> AGM.

Save and except for Mr. Akshay Pradeep Hiranandani, 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.

The Board commends the **Ordinary Resolution** for the appointment of Mr. Akshay Pradeep Hiranandani as a (Non-Executive) Director as set out at **Item No. 5** of the Notice of the 9<sup>th</sup> AGM, for the approval of the Members/Shareholders.

Additional details of Mr. Akshay Pradeep Hiranandani as required to be provided pursuant to the Secretarial Standard on General Meetings ("SS-2") are provided herein below:

Particulars	Mr. Akshay Pradeep Hiranandani
DIN	07557700
Date of birth	24/10/1980
Age	45 years
Date of Joining on Board	31/03/2025
Experience (Including expertise in specific functional Area)/Brief Resume	Mr. Akshay Pradeep Hiranandani is MBA Finance and he is having 2 decades of experience raising over \$ 1.5 bn for domestic and international developers. He has also overseen the development & execution of over 1GW projects in Renewables.
Terms and Conditions of Re-appointment / fixation of Remuneration	As may be decided by the Board, from time to time
Remuneration last Drawn	Nil
Remuneration proposed to be drawn	Nil
Directorships in other Companies	Director in Serentica Renewables India Private Ltd.
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across all other public companies	NA
Shareholding in the Company	10,850
Relationship with other Directors/KMPs	None
No. of Meetings of Board attended during 2024-25	Nil; He was appointed on 31 March, 2025

#### Item No. 6

#### **Appointment of Mr. Alampallam Ramakrishnan Narayanaswamy (DIN: 00818169) as the Non-Executive and Independent Director of the Company, for a consecutive period of 3 years**

Pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013, the Board of Directors vide resolution passed on March 31, 2025, subject to the approval of Members/Shareholders, approved the appointment of Mr. Alampallam Ramakrishnan Narayanaswamy as an Additional Director of the Company in the Capacity of Non-Executive Independent Director, for a period of 3 consecutive years effective from March 31, 2025, till March 30, 2028, not liable to retire by rotation. As per Section 161 of the Companies Act, 2013 ("Act"), the tenure of the Additional Director is valid up to the date of ensuing Annual General Meeting and is eligible for appointment as a Director at the AGM.

#### **Brief experience**

*Mr. Narayanaswamy holds a bachelor's degree in commerce from University of Mumbai. He is a fellow member of Institute of Chartered Accountants of India. He has an overall experience of 30 years as a director in overseeing and handling management of companies, previously he was associated with Hindustan Zinc Limited, MALCO Energy Limited and IBIS Logistics Private Limited.*

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

It is further informed that the Company has received the requisite statutory disclosures/declarations from Mr. Narayanaswamy 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.

Mr. Alampallam Ramakrishnan Narayanaswamy may 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 may also be entitled to commission as may be approved by the Board.

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 9<sup>th</sup> AGM.

Save and except for Mr. Alampallam Ramakrishnan Narayanaswamy, 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.

The Board commends the **Ordinary Resolution** for the appointment of Mr. A R Narayanaswamy as a Non-Executive and Independent Director as set out at **Item No. 6** of the Notice of the 9<sup>th</sup> AGM, for the approval of the Members/Shareholders.

Additional details of Mr. Alampallam Ramakrishnan Narayanaswamy as required to be provided pursuant to the Secretarial Standard on General Meetings ("SS-2") are provided herein below:

Name	Mr. Alampallam Ramakrishnan Narayanaswamy
DIN	00818169
Date of Birth	22/12/1951
Age	73 years
Date of first Appointment on Board	31/03/2025
Qualification	<ul style="list-style-type: none"><li>• Bachelor's degree in commerce from University of Mumbai;</li><li>• Chartered Accountant from the Institute of Chartered Accountants of India (ICAI)</li></ul>
Experience (including expertise in specific functional area)/ Brief Resume	He has an overall experience of 30 years as a director in overseeing and handling management of companies.
Terms & conditions of re-appointment/ fixation of Remuneration	As may be decided by the Board from time to time.
Remuneration last drawn	Nil
Remuneration sought to be paid	Nil
Directorships held in other public companies (excluding foreign and section 8 companies)	<ol style="list-style-type: none"><li>1. Naini Papers Limited</li><li>2. Sterlite Electric Limited (<i>Formerly Sterlite Power Transmission Limited</i>)</li><li>3. Mumbai Urja Marg Limited</li><li>4. Sesa Mining Corporation Limited</li><li>5. Sesa Resources Limited</li><li>6. Malco Energy Limited</li><li>7. Twin Star Technologies Limited</li><li>8. Ferro Alloys Corporation Limited</li><li>9. SESA Iron And Steel Limited</li></ol>
Membership/Chairmanship of committees across all other public companies	<ol style="list-style-type: none"><li>1. Mumbai Urja Marg Limited<ul style="list-style-type: none"><li>- Chairman of Audit Committee</li><li>- Chairman of Nomination and Remuneration Committee</li><li>- Member of Stakeholders Relationship Committee</li><li>- Member of Risk Management Committee</li></ul></li><li>2. Ferro Alloys Corporation Limited</li></ol>

	<ul style="list-style-type: none"> <li>- Chairman of Audit Committee</li> <li>- Member of Nomination and Remuneration Committee</li> <li>- Member of Corporate Social Responsibility Committee</li> </ul> <p>3. Naini Papers Limited</p> <ul style="list-style-type: none"> <li>- Chairman of Audit Committee</li> </ul> <p>4. Sterlite Electric Limited (Formerly Sterlite Power Transmission Limited)</p> <ul style="list-style-type: none"> <li>- Chairman of Audit Committee</li> <li>- Chairman of Nomination and Remuneration Committee</li> <li>- Member of Corporate Social Responsibility Committee</li> </ul>
Number of Shares held in the Company	N.A.
Relationship with other Directors/Key Managerial Personnel	N.A.
No. of Meetings of Board attended during 2024-25	Nil; He was appointed on 31 March, 2025

#### **Item No. 7**

#### **Appointment of Ms. Pooja Somani (DIN: 07131449) as the Non-Executive and Independent Director of the Company, for a consecutive period of 3 years**

Pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013, the Board of Directors vide resolution passed on March 31, 2025, subject to the approval of Members/Shareholders, approved the appointment of Ms. Pooja Somani as an Additional Director of the Company in the Capacity of Non-Executive and Independent Director, for a period of 3 consecutive years effective from March 31, 2025 till March 30, 2028. As per Section 161 of the Companies Act, 2013 ("Act"), the tenure of the Additional Director is valid up to the date of ensuing Annual General Meeting and is eligible for appointment as a Director at the AGM.

#### **Brief experience**

*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. During her time at Vedanta, Ms. Somani also served as a director on the Board of Talwandi Saboo Power Limited and Vedanta Star Limited, showcasing her involvement in strategic decision-making beyond her immediate responsibilities.*

*In February 2022, Ms. Somani transitioned to a new role as the Chief Financial Officer (CFO) for the UAE and Australia operations of Cars24, a notable move signalling her expertise and adaptability across industries. In addition to her CFO responsibilities, she also assumed the role of Global Treasury Head within Cars24.*

*Ms. Somani holds bachelor of commerce degree from University of Rajasthan and her professional credentials include being a fellow Member of both the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. This blend of qualifications and extensive experience underscores her proficiency in financial management, corporate governance, and strategic planning, making her a valuable asset to our Board.*

In the opinion/evaluation of the Board, considering the vast business and industry experience of Ms. Pooja Somani, her induction to the Board of the Company will be of immense benefit, thereby contributing to the overall growth of the Company and she is independent of the management.

It is further informed that the Company has received the requisite statutory disclosures/declarations from Ms. Pooja Somani 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 she is not disqualified under Section 164 of the Companies Act, 2013 and (d) a declaration to the effect that she meets the criteria of independence as provided in Section 149 of the Act.

Ms. Pooja Somani may 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 she may also be entitled to commission as may be the Board.

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 9<sup>th</sup> AGM.

Save and except for Ms. Pooja Somani, being an appointee and her 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 commends the **Ordinary Resolution** for the appointment of Ms. Pooja Somani as a Director (Non-Executive and Independent Director) as set out at **Item No. 7** of the Notice of the 9<sup>th</sup> AGM, for the approval of the Members/Shareholders.

Additional details of Ms. Pooja Somani as required to be provided pursuant to the Secretarial Standard on General Meetings ("SS-2") are provided herein below:

Name	Ms. Pooja Somani
DIN	07131449
Date of birth	04/04/1983
Age	42 years
Date of first Appointment on Board	31/03/2025
Qualification and Experience (including expertise in specific functional area)/ Brief Resume	<ul style="list-style-type: none"><li>• Bachelor of Commerce degree from University of Rajasthan</li><li>• Fellow Member of both the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India</li></ul>
Terms & conditions of re-appointment/ fixation of Remuneration	As may be decided by the Board from time to time.
Remuneration last drawn	Nil
Remuneration sought to be paid	Nil
Directorships held in other public companies (excluding foreign and section 8 companies)	1. Resonia Limited 2. Vedanta Finance IFSC Limited
Membership/Chairmanship of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil
Number of Shares held in the Company	N.A.
Relationship with other Directors/Key Managerial Personnel	N.A.
No. of Meetings of Board attended during 2024-25	Nil; She was appointed on 31 March, 2025

#### **Item No. 8**

**Approve the appointment of Mr. Pawan Kumar Singh (PAN: BMLPS0204G) as the Manager, for a period of 5 years**

Pursuant to the recommendations of the Nomination and Remuneration Committee and the approval of the Board in its meetings held on March 31, 2025, respectively and subject to the approval of Members/Shareholders at the forthcoming Annual General Meeting, the Board had approved the appointment of Mr. Pawan Kumar Singh as the Manager (Key Managerial Personnel) of the Company with effect from March 31, 2025.

#### **Brief experience**

*Mr. Pawan Kumar Singh, is a management professional with career spanning over 19 years in Supply chain management, business acquisition, bid management, tendering, estimations & business development in transmission & distribution sector.*

The Company further discloses that it has received consent from Mr. Pawan Kumar Singh to act as Manager pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and other Statutory declarations and in the opinion of the Board, Mr. Pawan Kumar Singh's extensive experience in business and industry is expected to significantly benefit the Company and contribute meaningfully to its overall growth.

The resolution at Item no. 8 seeks approval of the Members/Shareholders for appointment of Mr. Pawan Kumar Singh as a Manager of the Company, pursuant to Sections 196, 197, 198, 203 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or reenactment(s) thereof).

Mr. Pawan Kumar Singh may be entitled to receive remuneration as approved by the Board of Directors from time to time. 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. Pawan Kumar Singh, 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 deemed fit, from time to time, as minimum remuneration, within the overall remuneration approved by the Members/ Shareholders vide this special resolution.

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 9<sup>th</sup> AGM.

The Board commends the **Special Resolution** for the appointment of Mr. Pawan Kumar Singh as a Manager with effect from March 31, 2025, to March 30, 2030, as set out at Item No. 8 of the Notice of the 9<sup>th</sup> AGM, for the approval of the Members/Shareholders.

Save and except for Mr. Pawan Kumar Singh, 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.

Additional details of Mr. Pawan Kumar Singh as required to be provided pursuant to the Secretarial Standard on General Meetings ("SS-2") are provided herein below:

Name	Mr. Pawan Kumar Singh
PAN	BMLPS0204G
Date of birth	12/04/1984
Age	41 years
Date of first Appointment on Board	31/03/2025
Qualification	<ul style="list-style-type: none"><li>• B. Tech. Electrical;</li><li>• EPGDM in International Business from Indian Institute of Foreign Trade</li></ul>

Experience (including expertise in specific functional area)/ Brief Resume	Management professional with career spanning over ~19 years in Supply chain management, business acquisition, bid management, tendering, estimations & business development in transmission & distribution sector.
Terms & conditions of re-appointment/ fixation of Remuneration	As may be decided by the Board from time to time
Remuneration last drawn	Nil
Remuneration sought to be paid	N.A
Directorships held in other public companies(excluding foreign and section 8 companies)	N.A.
Membership/Chairmanship of committees of other public companies (includes only Audit Committee and stakeholders' Relationship Committee)	N.A.
Number of Shares held in the Company	327
Relationship with other Directors/Key Managerial Personnel	N.A.
No. of Meetings of Board attended during 2024-25	Nil; He was appointed on 31 March, 2025

#### **Item no. 9**

#### **Sterlite Grid Equity Scheme 2024**

The Company believes that long term incentive (“LTI”) programs are a key instrument to help drive the Senior management’s focus towards the long-term future (3-5-7 years) strategy of the Organization. LTI programs also provide an opportunity for the Senior Leadership to grow with the organization and create significant amount of value for themselves as well as the shareholders. In India, most leading organizations have a regular LTI component in the pay-mix of their senior leadership. Such plans are aimed at creating long term wealth creation opportunities for the senior leadership team so as they have an undistracted focus on the growth of the company and are assured of their personal wealth creation for important future life stages. With this objective, Sterlite Grid 5 Limited introduced and implemented the ‘Sterlite Grid Equity Scheme 2024’ (hereinafter referred to as the **“Equity Scheme 2024”/ “Scheme”**) for its employees and of it’s subsidiary companies including Resonia Limited vide approval of the Board of Directors dated August 07, 2024, and the approval of the shareholders dated August 09, 2024. Resonia Limited is a transmission development company established by virtue of a strategic partnership between the Company (51%) and Stretford End Investment Pte. Ltd., an affiliate of GIC Infra Holdings Pte. Ltd. (49%).

Further, pursuant to the Order dated September 05, 2024, the Hon’ble National Company Law Tribunal (Mumbai Bench) sanctioned the Scheme of Arrangement between Sterlite Electric Limited (now Sterlite Power Transmission Limited) and Sterlite Grid 5 Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**“Scheme of Demerger”**). Pursuant to such Scheme of Demerger, the Company on November 22, 2024, allotted 1 (One) Equity Shares of the Company, for every 1 (One) fully paid-up equity share of face value of INR 2 (Indian Rupees Two only) each of Sterlite Electric Limited held by its shareholders as on the Record date i.e. October 30, 2024. Accordingly, the issued and paid-up share capital of the Company increased to 12,25,55,012 Equity Shares of INR 2/- each (INR 24,51,10,024).

Further, pursuant to the Equity Scheme 2024, it was proposed to create, offer and grant, from time to time, in one or more tranches, such number of stocks being 1% (One percent) of the post demerged paid-up equity share capital of Sterlite Grid 5 Limited, calculated on the basis of paid-up equity share capital of the Company post allotment of shares pursuant the demerger becoming effective. Since such allotment was made by the Board of Directors post shareholders’ approval on the Equity Scheme 2024, therefore, the ratification of the shareholders is being sought on the number of stocks created, offered and granted.

Pursuant to Rule 12 of Companies (Share Capital & Debenture) Rules, 2014 (as amended from time to time), following disclosures required in respect of the resolution are given for consideration of the Members/Shareholders:

S. No.	Disclosure	Response
1.	The total number of RSUs to be granted	12,25,550
2.	Identification of classes of employees entitled to participate in the RSUs	Employees of Sterlite Grid 5 Limited, and/ or of its subsidiary companies and or its holding company
3.	The appraisal process for determining the eligibility of employees to the RSUs	<p>Employees or other category of Employees of the Company, its subsidiary, and / or its affiliate companies, and/or its holding company, as specified below, subject to the recommendation of the 'RSU Management Committee' are eligible for being granted Restricted Stock Units under Equity Scheme 2024:</p> <ul style="list-style-type: none"> <li>(a) Permanent employees,</li> <li>(b) Director, whether a Managing Director or not (excluding Independent Director); and</li> <li>(c) Such other Employees, as may, from time to time, be allowed under Applicable Laws, as may be decided by the 'RSU Management Committee'.</li> </ul> <p>Subject to the above, the eligibility criteria of Eligible Employees would be determined on the basis of one or more of the following parameters:</p> <ul style="list-style-type: none"> <li>(a) Tenure of the Employee;</li> <li>(b) Performance of the Employee;</li> <li>(c) The present and potential contribution of the Employee to the success of the Company;</li> <li>(d) Market value/difficulty in replacing the Employee;</li> <li>(e) Risk of losing the Employee to competition; and</li> <li>(f) Value addition by the new entrant if any.</li> </ul>
4.	The requirements of vesting and period of vesting	Vesting criteria and schedule is dependent on the achievement of performance criteria around project execution and other parameters mentioned in grant letters
5.	The maximum period within which the options shall be vested	6 years from date of grant
6.	The exercise price or the formula for arriving at the same	INR 2/- per share
7.	The exercise period and process of exercise	<ul style="list-style-type: none"> <li>- Maximum 4 years from the date of vesting or such other period as may be decided by the Board/Nomination and Remuneration Committee/RSU Management Committee.</li> <li>- The exercise process would be managed internally or via service partner as may be decided by the Board/ Nomination and Remuneration Committee/RSU Management Committee.</li> </ul>
8.	The Lock-in period, if any	<ul style="list-style-type: none"> <li>- Except as provided under the Applicable Laws, the Shares issued upon Exercise of RSUs shall be freely transferable and shall not be subject to any lock-in restrictions after such Exercise.</li> <li>- Provided however that the shares allotted on such Exercise cannot be sold for such period from the date of allotment in terms of code of conduct for prevention of insider trading of the Company, if any, read with Securities Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015,</li> </ul>

		as amended, from time to time, or such other period as may be stipulated, from time to time, in terms of such Code; as applicable.
9.	The maximum number of options to be granted per employee and in aggregate	<ul style="list-style-type: none"> <li>- Maximum number of options to be granted would be 12,25,550 per grant per employee. However, the aggregate number of RSUs would not exceed 12,25,550 under Equity Scheme 2024.</li> <li>- The aforesaid ceiling of RSUs convertible into equivalent number of equity shares of INR 2/- (Indian Rupees Two) each shall be appropriately adjusted, in case of any corporate action(s) such as rights issues, bonus issues, subdivision, split or consolidation of shares, any change in capital structure, merger and/or sale of division/undertaking or any other re-organization /restructuring of the Company, without affecting any other rights or obligations of the RSU grantees.</li> </ul>
10.	The method which the company shall use to value its options	The method to be used - DCF and or Black Scholes model or any other method as may be prescribed under Applicable Laws, from time to time.
11.	The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct	<ol style="list-style-type: none"> <li>a. <u>Termination due to Cause</u> All the Vested RSUs which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.</li> <li>b. <u>Abandonment</u> All the Vested RSUs shall stand cancelled with effect from such date as determined by the 'RSU Management Committee'.</li> <li>c. <u>Termination/ separation due to any other reason apart from those mentioned in the Equity Scheme 2024</u> The 'RSU Management Committee' shall decide whether the Vested RSUs as on that date can be exercised by the RSU Grantee or not, and such decision shall be final.</li> <li>d. <u>In the event of dissolution or liquidation of the Company</u>, any Vested RSUs outstanding under the Equity Scheme 2024 shall be cancelled if not exercised prior to such event and no compensation shall be payable in respect of the RSUs so cancelled, unless otherwise decided by the Nomination and Remuneration Committee/ RSU Management Committee.</li> <li>e. <u>In case RSU Grantee is found in breach of the Confidentiality Clause under the Equity Scheme 2024</u> The Company shall have undisputed right to terminate any agreement and all unexercised RSUs shall stand cancelled immediately. The decision and judgement of the Company regarding breach of the Confidentiality Clause shall be final, binding and cannot be questioned by RSU Grantee. In case of non-adherence to the provisions of the Confidentiality Clause, the 'RSU Management Committee' will have the authority to deal with such cases as it may deem fit.</li> <li>f. <u>The RSUs not exercised</u>, within the Exercise Period as mentioned in the Equity Scheme 2024, shall lapse and the Eligible Employee shall have no right over such lapsed RSUs.</li> <li>g. <u>Amendment</u> Notwithstanding anything stated in the Equity Scheme 2024 or otherwise but subject to Applicable Laws, the Company reserves its right to amend the said Scheme at its discretion including but not limited to foreclosure, change in performance matrix.</li> </ol>
12.	The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of	Subject to point no. 11 above, Vested RSU would be exercised as per the exercise window as communicated by the Organization which shall be within 4 years from the date of vesting.

	employee	
13.	A statement to the effect that the company shall comply with the applicable accounting standards	Yes, the Company shall comply with the applicable accounting standards with respect to the introduction, implementation, and execution of the Equity Scheme 2024.

Basis the above and the recommendations of the Nomination and Remuneration Committee/Board of Directors, approval of the Members/ Shareholders is being sought on Item No. 9 of the Notice to be passed as a **Special Resolution**.

All the Directors, key managerial personnel of the Company, and their relatives (except Promoter, Promoter Group, Independent Directors and Directors holding more than 10% of the outstanding equity shares of the Company, if any, through themselves or through their relatives or through any body-corporate, directly or indirectly), are concerned or deemed to be interested in the resolution set out at Item No. 9, to the extent of the number of stocks/ grants/ equity shares that may be offered to them under the Equity Scheme 2024.

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 9<sup>th</sup> AGM.

The Board of directors commend the resolution proposed as Item no. 9 of this Notice to be passed as a **Special Resolution**. The Members/Shareholders may consider and if deemed fit, approve the same.

By order of Board of Directors  
**Sterlite Grid 5 Limited**

Sd/-  
**Nikita Gupta**  
 Company Secretary  
 ACS – 64659

Date: December 01, 2025

Place: Gurugram