STERLITE ELECTRIC LIMITED

(formerly Sterlite Power Transmission Limited)

CIN - U74120PN2015PLC156643

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

Corporate Office: RMZ Infinity, 5th Floor, Plot No. 15, Udyog Vihar, Phase– IV, Gurugram - 122015, Haryana

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NOTICE OF THE 11TH ANNUAL GENERAL MEETING

Notice is hereby given that the 11th (Eleventh) Annual General Meeting **(11th AGM)** of the Members/Shareholders of Sterlite Electric Limited *(formerly Sterlite Power Transmission Limited)* will be held on Tuesday, September 29, 2026, at 12 noon (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, 2026, together with the reports of the Board of Directors, and the Statutory Auditor 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, 2026, together with the reports of the Board of Directors and the Statutory Auditor 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, 2026, together with the report of the Statutory Auditor 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, 2026, together with the report of the Statutory Auditor 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. Pratik Pravin Agarwal (DIN: 03040062), who retires by rotation and being eligible, offers himself for re-appointment as a Director, and in this regard, and if deem fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), Mr. Pratik Pravin Agarwal (DIN: 03040062), who retires by rotation at the 11th 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. Andrew Wilson Shaw (DIN: 11743782) as the Non-Executive Independent Director, for a period of 3 (three) consecutive years effective from May 29, 2026, till May 28, 2029; and in this regard, and if deem fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended (the "Act") and the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR regulations"), including any amendment(s), modification(s) or re-enactment(s) thereof, from time to time, and pursuant to the Memorandum of Association and Articles of Association of the Company, and pursuant to the 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 candidature of Mr. Andrew Wilson Shaw for office of Director, and pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Andrew Wilson Shaw (DIN: 11743782), who possesses relevant expertise and experience, and is not disqualified under Section 164(2) of the Act, and has provided his consent and eligibility to act as an Independent Director of the Company, and who was appointed as an Additional Director of the Company in the capacity of Non-Executive Independent Director (w.e.f. May 29, 2026), be and is hereby appointed/regularized as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for the first term of 3 (three) consecutive years effective from May 29, 2026, till May 28, 2029, on such terms and conditions as set out in the explanatory statement annexed to the notice of 11th Annual General Meeting of the Company and forming part of this resolution.

   RESOLVED FURTHER THAT pursuant to the provisions of the Act, Mr. Andrew Wilson Shaw be and is hereby entitled to receive sitting fee for attending the meetings of Board/Committee(s) of Board and profit related commission as set out in the explanatory statement.

   RESOLVED FURTHER THAT the Board of Directors or the Nomination and Remuneration Committee of the

Board be and are hereby delegated with absolute and unconditional powers to do all such acts, deeds, things, as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Director(s) and the Company Secretary of the Company be and are hereby severally authorized to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities, persons, entities or parties, for necessary action."

4. **To consider and approve the appointment of Mr. Amarendranath Tatimakula Reddy (DIN: 07107290) as the Whole-time Director, for a period of 3 (three) consecutive years, effective from April 01, 2026, till March 31, 2029, and approval of the maximum remuneration; and in this regard, and if deem fit, to pass the following resolution, with or without modification(s), as a Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, 161, 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the "Act") and the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), including any amendment(s), modification(s) or re-enactment(s) thereof from time to time, and pursuant to the Memorandum of Association and Articles of Association of the Company and a notice received in writing in terms of Section 160 of the Act from a Member proposing the candidature of Mr. Amarendranath Tatimakula Reddy for the office of a Director, and pursuant to the recommendations of the Nomination and Remuneration Committee and the approval of the Board of Directors, Mr. Amarendranath Tatimakula Reddy (DIN: 07107290) who was appointed as an Additional Director of the Company in the capacity of Whole-time Director (w.e.f. April 01, 2026), be and is hereby appointed as the Whole-time Director of the Company for a consecutive period of 3 (three) years, liable to retire by rotation, effective from April 01, 2026 till March 31, 2029, on the terms and conditions including maximum remuneration that may be payable during the tenure of his appointment, as set out in the explanatory statement annexed to the notice of 11th Annual General Meeting of the Company and forming part of this resolution.

RESOLVED FURTHER THAT subject to the maximum remuneration (as set out in the explanatory statement annexed to 11th AGM Notice) approved by the Members/ Shareholders of the Company and pursuant to the provisions of the Act and the SEBI LODR regulations, the Board or Nomination and Remuneration Committee of the Company be and is hereby delegated with the power to approve the annual remuneration payable to Mr. Amarendranath Tatimakula Reddy within the maximum remuneration and further in the event of absence or inadequacy of profits in any financial year, such remuneration shall be considered as minimum remuneration.

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

RESOLVED FURTHER THAT the Board of Directors or the Nomination and Remuneration Committee, be and is hereby delegated with absolute and unconditional powers to do all such acts, deeds, things, as may be necessary, proper or expedient for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Director(s) and the Company Secretary of the Company be and are hereby severally authorized to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities, persons, entities or parties, for necessary action."

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V and the Rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of the Board of Directors, the profit related commission to the Non-Executive Directors of the Company for the financial year 2025-26, out of net profits of the Company or otherwise, for their contribution towards the Company's growth, and as stated below, be and is hereby approved:

Director	Designation	Commission (Amount In ₹) For FY 2025-26
Mr. Pravin Agarwal	Non-executive Director	2,00,00,000
Mr. Alampallam Ramakrishnan Narayanaswamy	Independent Director	4,00,000
Mr. Sachin Nandgaonkar	Independent Director	11,00,000
Ms. Anupa Rajiv Sahney	Independent Director	5,00,000
Mr. Anoop Seth *(resigned w.e.f. September 19, 2025)*	Erstwhile Independent Director	12,00,000
Mr. Frederic Andre M Trefois *(resigned w.e.f. February 20, 2026)*	Erstwhile Independent Director	27,00,000
Total		**2,59,00,000**

RESOLVED FURTHER THAT the Board of Directors or the Nomination and Remuneration Committee of the Board be and is hereby delegated with absolute and unconditional powers to do all such acts, deeds, things, as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Director(s) and the Company Secretary of the Company be and are hereby severally authorized to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities, persons, entities or parties, for necessary action."

6. **To consider and approve amendments to Articles of Association of the Company and adoption of new set of Articles; 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 circulars of Central Depositories Services (India) Limited and National Securities Depository Limited (collectively, **"Depositories"**) dated April 06, 2026 and April 07, 2026, respectively, and pursuant to the provisions of Sections 5, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, (the "Act") and the applicable provisions of the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force and subject to such other approvals, consents, permissions and sanctions, as necessary, and subject to such conditions, stipulations, alterations, amendments or modifications, as may be prescribed while granting such approval, permissions or sanctions, and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association, and applicable provisions of any other applicable law, the approval of the Members/Shareholders of the Company be and is hereby accorded to the amendments in the Part-A and Part-B of the existing Articles of Association of the Company to align the Clauses with the listing requirements.

RESOLVED FURTHER THAT the amended Articles of Association incorporating the aforementioned changes, be and is hereby adopted as the new set of Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board", which term shall include the Committee thereof) and the Company Secretary of the Company be and are hereby delegated with absolute and unconditional power to do all such acts, deeds, matters and things as may be required to give effect to the aforesaid resolution and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, and confirmed.

RESOLVED FURTHER THAT the Director(s) and the Company Secretary of the Company be and are hereby severally authorized to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities, persons, entities or parties for necessary action."

7. **To consider and approve the Sterlite Electric Limited Employee Stock Option Plan 2026; and in this regard, and if deem fit, to pass the following resolution, with or without modification(s), as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 ("Rules") ("Act") and other applicable provisions, if any, of the Act and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations") (once applicable), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder ("FEMA Regulations") and other applicable provisions for the time being in force and as may be modified, from time to time, and other laws, rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred to herein as the "Applicable Laws") (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the Memorandum of Association and Articles of Association of the Company and subject to any other approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration Committee or any other Committee formed by the Board), the approval of the Members/Shareholders be and is hereby accorded for adoption of the Sterlite Electric Limited Employee Stock Option Plan 2026 ("ESOP 2026 Plan" / "Plan") of the Company.

RESOLVED FURTHER THAT the approval of the Members/Shareholders of the Company, be and is hereby accorded to the Board to create, grant, offer, issue and allot in one or more tranches under ESOP 2026 Plan, at any time to or for the benefit of the eligible employees of the Company and its subsidiary(ies), in aggregate, such number of Employee Stock Options **("ESOPs")**, exercisable into not more than 12,61,573 equity shares (subject to any adjustments as may be required due to corporate actions or change in control of the Company), at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with Applicable Laws as may be prevailing at that time.

RESOLVED FURTHER THAT the aforementioned creation, grant, offer, issue and allotment of ESOPs shall be in addition to the number of restricted stock units approved by the Members/Shareholders under the Sterlite Power Transmission Limited (now Sterlite Electric Limited) Restricted Stock Unit Scheme 2022 and Sterlite Electric Limited Restricted Stock Unit Scheme 2025.

RESOLVED FURTHER THAT the equity shares allotted pursuant to the exercise of the ESOPs, as the case may be, shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other re-organization etc. the number of ESOPs granted under ESOP 2026 Plan shall be appropriately adjusted.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of ESOP 2026 Plan, to the extent it does not prejudice the interest of the employees and subject to Applicable Laws prevailing from time to time, and as it may deem fit.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing ESOP 2026 Plan and generally for giving effect to these resolutions, the Board be and is hereby delegated with absolute and unconditional power on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT the Director(s) and the Company Secretary of the Company be and are hereby severally authorized to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities, persons, entities or parties for necessary action."

8. **To consider and approve entering into Related Party Transaction with Vedanta Limited/Vedanta Aluminium Metal Limited; and in this regard, and if deem fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with relevant Rules made thereunder ("Act"), other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the Policy on Related Party Transactions of Sterlite Electric Limited and subject to such approval(s), consent(s), permission(s) as may be necessary, from time to time, and pursuant to the recommendations of the Audit Committee and pursuant to the approval of the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Board or any duly authorized Committee of the Directors constituted/empowered by the Board, from time to time, to exercise its powers conferred by this resolution), in continuation to the resolution passed by the Shareholders on September 26, 2025, the Members/Shareholders of the Company do hereby approve/ratify enhancement in the amount of transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), that may be entered into with Vedanta Limited/Vedanta Aluminium Metal Limited, fellow subsidiary of the Company and a related party under Section 2(76) of the Act, on such terms and conditions as may be mutually agreed between the Company and Vedanta Limited/Vedanta Aluminium Metal Limited, provided that the amount of transactions shall be for an aggregated value of not exceeding ₹ 6,630 crores per financial year for remaining period of two years' starting April 01, 2026 till March 31, 2028.

RESOLVED FURTHER THAT the Board be and is hereby delegated with absolute and unconditional power to perform all such acts, deeds, matters and things, as may be necessary and as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, file applications and make representations in respect thereof, and seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions herein conferred to, without being required to seek further consent or approval of the Members/Shareholders or otherwise to the end and intent that the Members/Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or the Chief Financial Officer or the Company Secretary or any other officer(s)/ authorized representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any other person so authorized by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Director(s) and the Company Secretary of the Company be and are hereby severally authorized to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities, persons, entities or parties for necessary action."

9. **To consider and approve entering into Related Party Transaction with Resonia Limited *(formerly known as Sterlite Grid 32 Limited)*; and in this regard, and if deem fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder ("Act"), other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the Policy on Related Party Transactions of Sterlite Electric Limited and subject to such approval(s), consent(s), permission(s) as may be necessary, from time to time, and pursuant to the recommendations of the Audit Committee and pursuant to the approval of the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Board or any duly authorized Committee of the Directors constituted/empowered by the Board, from time to time, to exercise its powers conferred by this resolution), the Members/Shareholders of the Company do hereby approve/ratify entering into related party transactions by way of sale or purchase of goods or services, reimbursements, recovery of expenses, management fees, etc. (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Resonia Limited, a fellow subsidiary of the Company, on such terms and conditions as may be mutually agreed between the Company and Resonia Limited, provided that the transaction(s) shall be for an aggregated value not exceeding ₹ 1,748 crores for the financial year 2026-27.

RESOLVED FURTHER THAT the Board be and is hereby delegated with absolute and unconditional power to perform all such acts, deeds, matters and things, as may be necessary and as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, file applications and make representations in respect thereof, and seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions herein conferred to, without being required to seek further consent or approval of the Members/Shareholders or otherwise to the end and intent that the Members/Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or the Chief Financial Officer or the Company Secretary or any other officer(s)/ authorized representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any other person so authorized by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Director(s) and the Company Secretary of the Company be and are hereby severally authorized to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities, persons, entities or parties for necessary action."

10. **To consider and approve entering into Related Party Transaction with Bharat Aluminium Company Limited; and in this regard, and if deem fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder ("Act"), other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the Policy on Related Party Transactions of Sterlite Electric Limited and subject to such approval(s), consent(s), permission(s) as may be necessary, from time to time, and pursuant to the recommendations of the Audit Committee and pursuant to the approval of the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Board or any duly authorized Committee of the Directors constituted/empowered by the Board, from time to time, to exercise its powers conferred by this resolution), the Members/Shareholders of the Company do hereby approve/ratify, entering into related party transactions by way of sale or purchase of goods or services, etc. (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Bharat Aluminium Company Limited **("BALCO")**, a fellow subsidiary of the Company, on such terms and conditions as may be mutually agreed between the Company and BALCO, provided that the transaction(s) shall be for an aggregated value not exceeding ₹ 700 crores for the financial year 2026-27.

RESOLVED FURTHER THAT the Board be and is hereby delegated with absolute and unconditional power to perform all such acts, deeds, matters and things, as may be necessary and as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, file applications and make representations in respect thereof, and seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions herein conferred to, without being required to seek further consent or approval of the Members/Shareholders or otherwise to the end and intent that the Members/Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or the Chief Financial Officer or the Company Secretary or any other officer(s)/ authorized representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any other person so authorized by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Director(s) and the Company Secretary of the Company be and are hereby severally authorized to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities, persons, entities or parties for necessary action."

11. **To consider and approve/ratify the remuneration of the Cost Auditor of the Company for financial year 2026-27; and in this regard, and if deem fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee, and pursuant to the approval of the Board of Directors, the Members/ Shareholders of the Company do hereby approve/ratify the remuneration of the cost auditor - M/s. Kiran Chandrakant Naik (FRN 103055), for an amount of ₹ 3,57,500/- (Indian Rupees Three Lakhs Fifty Seven Thousand Five Hundred only) plus applicable taxes, to audit the cost records of the Company for the financial year 2026-27.

RESOLVED FURTHER THAT the Board of Directors or the Audit Committee be and is hereby delegated with absolute and unconditional powers to do all such acts, deeds, things, as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Director and the Company Secretary of the Company be and are hereby severally authorized to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities, persons, entities or parties for necessary action."

By order of the Board of Directors

For Sterlite Electric Limited

(formerly Sterlite Power Transmission Limited)

Sd /-

Ashok Ganesan

Company Secretary and Compliance Officer

FCS – 5190

Date: August 12, 2026

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; 20/2020 dated May 05, 2020; 02/2021 dated January 13, 2021; 19/2021 dated December 08, 2021; 21/2021 dated December 14, 2021; 02/2022 dated May 05, 2022; 10/2022 dated December 28, 2022; 09/2023 dated September 25, 2023; 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (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 11th 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 4th Floor, Godrej Millennium, 9 Koregaon, 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 BUSINESSES, IS ANNEXED HERETO AND FORMS PART OF THIS NOTICE.**

3. Pursuant to the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, details with respect to Directors seeking appointment/re-appointment at the 11th AGM, are separately annexed hereto as **'Annexure A'**.

4. Pursuant to the provisions of the Companies Act, 2013, a Member/Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Pursuant to the MCA Circulars, this AGM is being held through VC/OAVM, and physical attendance of Members/Shareholders has been dispensed with, accordingly, the facility of appointment of proxies by the Members/Shareholders will not be available for this Meeting and the proxy form, attendance slip, and the route map are not annexed hereto.

5. The Members/Shareholders attending the 11th AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. 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 or voting electronically at the Meeting. The Corporate Members/Shareholders are requested to send a copy of the Board Resolution/Power of Attorney in PDF format, at manisharawatfcs@gmail.com and secretarial.grid@sterlite.com.

7. In the case of joint shareholders attending the 11th AGM, only such joint Member/Shareholder who is higher in the order of names will be entitled to vote.

8. The Company has availed the services of MUFG Intime India Private Limited *(formerly Link Intime India Private Limited)* **("MUFG Intime")**, Registrar and Transfer Agent, as the authorized agency for conducting the 11th AGM through VC/OAVM and providing e-voting facility. The detailed instructions for e-voting including remote e-voting and procedure for joining the Meeting through VC / OAVM are annexed to this Notice.

9. Pursuant to the MCA Circulars, the Notice of 11th AGM and the Annual Report for the financial year 2025-26 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 https://files.sterliteelectric.com/files/investors/shareholder-information/agm/fy2025-26/agm-notice-fy2025-26-29-sep-2026.pdf and https://files.sterliteelectric.com/files/investors/reports/annual-reports/sterlite-electric-annual-report-fy2025-26.pdf respectively and on the website of MUFG 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 2025-26, may send request to the Company at the e-mail address at secretarial.grid@sterlite.com mentioning folio No./DP ID and Client ID.

10. The Members/Shareholders who are interested in availing nomination facility may obtain the necessary application from the Registrar and Transfer Agent - MUFG Intime.

11. **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.**

12. All documents referred to in this 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 the meeting. The Members/Shareholders seeking to inspect such documents can send an e-mail to secretarial.grid@sterlite.com.

13. 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 and 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.

14. The Board of Directors has appointed Ms. Manisha Rawat, Proprietor of M/s Manisha Rawat & 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.

15. The result of remote e-voting and e-voting at the Meeting along with the Scrutinizer's Report, shall be declared on or before Friday, October 02, 2026, and placed on the website of the Company at https://www.sterliteelectric.com/investors/shareholder-information and MUFG Intime at https://instavote.linkintime.co.in.

16. 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 instructions for e-voting are given herein in the Notice.

17. The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	Friday, September 25, 2026 at 9.00 am
End of remote e-voting	Monday, September 28, 2026, at 5.00 pm

The remote e-voting will not be allowed beyond the abovementioned 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.

The Members/Shareholders who have cast their votes through remote e-voting will be eligible to attend/participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the Meeting.

18. 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. Tuesday, September 22, 2026. Any person who is not a Member/Shareholder as on the cut-off date should treat this Notice for information purposes only.

19. Any person, who acquires shares of the Company and becomes a Member/Shareholder of the Company after the AGM Notice is sent through email to the Members/Shareholders and before the cut-off date i.e., on Tuesday, September 22, 2026, may obtain the User ID and password by sending a request enotices@in.mpms.mufg.com or contact at: - Tel: 022-4918 6000.

20. 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 from Friday, September 25, 2026 till Monday, September 28, 2026. 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.

21. As on March 31, 2026, 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, 2025 (A)	5,338	4,23,351
Shares lying in suspense account as on April 01,2025 includes (B)	19,582	14,34,702
a. issued and allotted pursuant to bonus issue on the shares already held in suspense account.		
b. issued and allotted pursuant to bonus issue on the shares held in physical form.		
c. bonus issue electronic rejection		
Total opening balance of shares lying in suspense account as on April 01, 2025 (A+B)	**24,920**	**18,58,053**
Shares credited to the shareholders during the financial year 2025-26	58	5,905
Balance in suspense escrow account as on March 31, 2026 corresponding to (A) - (F)	5,338	4,23,351
Balance in suspense escrow account as on March 31, 2026 corresponding to (B) - (G)	19,524	14,28,797
Total closing balance of shares lying in suspense account as on March 31, 2026 (F+G)	**24,862**	**18,52,148**

INSTRUCTIONS FOR REMOTE E-VOTING AND FOR ATTENDING THE MEETING

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

As per the SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email ID correctly in their demat accounts to access remote e-Voting facility.

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

NSDL	CDSL
METHOD 1: NSDL OTP based login a. Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp b. Enter your 8 - character DP ID, 8 - digit Client ID, PAN, Verification code and generate OTP. c. Enter the OTP received on your registered email ID/ mobile number and click on login. d. Post successful authentication, you will be re-directed 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. 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. **METHOD 2:** If registered with NSDL IDeAS facility a. Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section". b. Enter IDeAS User ID, Password, Verification code & click on "Log-in". c. Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services. 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. **OR** If not registered with NSDL IDeAS facility a. To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp	**METHOD 1:** CDSL e-voting page a. Visit URL: https://www.cdslindia.com. b. Go to e-voting tab. c. Enter 16-digit Demat Account Number (DP ID and Client 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. Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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. **METHOD 2:** If registered with CDSL Easi/Easiest facility a. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)". b. Enter existing username, Password & click on "Login". c. Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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. **OR** If not registered with CDSL Easi/Easiest facility a. To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration or https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration. b. Proceed with updating the required fields for registration.

NSDL

b. Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c. Enter the last 4 digits of your bank account / generate 'OTP'

d. Post successful registration, user will be provided with Login ID and password.

e. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play App Store

METHOD 3:

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 8-character DP ID and 8-digit Client ID), Password/OTP and a Verification Code as shown on the screen & click on "Login".

d. Post successful authentication, you will be re-directed 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.

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.

CDSL

c. Post successful registration, user will be provided username and password on the registered Email ID. Follow steps given above in points (a-c).

METHOD 3:

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 (DP ID and Client 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 "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.

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. Post successful authentication, 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.

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 InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a. Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.

b. Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

a. Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. 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)
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
   - Shareholders, holding shares in NSDL form, shall provide 'point 4' above.
   - Shareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.
   - Shareholders, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
5. 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).*
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

   Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b) at step-1.

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

STEP 2: Steps to cast vote for resolutions through InstaVote

a. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

b. Select 'View' icon. E-voting page will appear.

c. 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).

d. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

e. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at secretarial.grid@sterlite.com

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

STEP 1 – Custodian / Corporate Body/ Mutual Fund 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.

e. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

a. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b. Click on "Investor Mapping" tab under the Menu section

c. Map the Investor with the following details:

   1) Investor ID – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

   2) Investor's Name - Enter Investor's Name as updated with DP.

   3) Investor PAN - Enter your 10-digit PAN.

   4) Power of Attorney - Attach Board resolution or Power of Attorney.

NOTE: 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.

d. 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 – Steps to cast vote for resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - Votes entry

a. Visit URL: https://instavote.linkintime.co.in and login with InstaVote login credentials.

b. Click on “Votes Entry” tab under the Menu section.

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”.

d. Enter “16-digit Demat Account No.”.

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). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

f. 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).

METHOD 2 - Votes upload

a. Visit URL: https://instavote.linkintime.co.in and login with InstaVote login credentials.

b. After successful login, you will see “Notification for e-voting”.

c. Select “View” icon for “Company’s Name / Event number”.

d. E-voting page will appear.

e. Download sample vote file from “Download Sample Vote File” tab.

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.

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).

NOTE: Non-Individual shareholders shall send a scanned copy of the board resolution/power of attorney authorising its representative to vote, to the scrutinizer at manisharawatfcs@gmail.com with a copy marked to RTA at enotices@in.mpms.mufg.com and the Company at secretarial.grid@sterlite.com.

v. HELPDESK:

a. Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

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

vi. Forgot Password:

a. Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: https://instavote.linkintime.co.in

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

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: https://instavote.linkintime.co.in

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on **“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.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

vii. General Instructions – Shareholders

a. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

b. For Shareholders/ Members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

c. 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. Instructions for attending the meeting through video conferencing

Shareholders are advised to update their mobile number and email ID correctly in their demat accounts to access InstaMeet facility.

i. Login method for shareholders to attend the General Meeting through InstaMeet:

a. Visit URL: https://instameet.in.mpms.mufg.com & click on "Login".

b. Select the "Company Name" and register with your details with.

c. Select Check Box - **Demat Account No. / Folio No. / PAN**

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the Company.
- Shareholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email ID as updated with DP is displayed automatically. Shareholders who have not updated their Email ID with the DP shall enter the Email ID.

d) Click "Go to Meeting".

You are now registered for InstaMeet, and your attendance is marked for the meeting.

ii. Instructions for shareholders to speak during the General Meeting through InstaMeet:

a. Shareholders who would like to speak during the Meeting must register their request with the Company at secretarial.grid@sterlite.com.

b. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.

c. Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d. Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

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

C. Instructions to vote during the Meeting:

Once the electronic voting is activated during the Meeting, 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 link "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.

c. Click on 'Submit'.

d. After successful login, you will see "Resolution Description" and against the same, the option "Favour/ Against" for voting.

e. 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'.

f. 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. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

D. General notes:

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

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

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:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

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 Businesses mentioned in this Notice:

Item No. 3

Appointment of Mr. Andrew Wilson Shaw (DIN: 11743782) as the Non-Executive Independent Director, for a period of 3 (three) consecutive years effective from May 29, 2026, till May 28, 2029

It is apprised that since the Company has initiated the process of Initial Public Offer of listing its equity shares on stock exchange, and filed the Draft Red Herring Prospectus (DRHP) with the Securities and Exchange Board of India (SEBI), the composition of the Board is required to be aligned with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR regulations), as amended time to time.

Pursuant to the SEBI LODR Regulations, where the chairperson of the board of directors is a non-executive director, and is a promoter of the listed entity, at least half of the board of directors of the listed entity shall consist of independent directors. Accordingly, with the present strength of Directors consisting of 4 non-independent directors (more than 50%). The Nomination and Remuneration Committee recommended and the Board of Directors, approved at their respective meetings held on May 29, 2026, recommended and approved the appointment of Mr. Andrew Wilson Shaw (DIN: 11743782) as an Additional Director in the capacity of an Independent Director on the Board of Directors of the Company ("Board"), for a term of 3 (three) consecutive years with effect from May 29, 2026, not liable to retire by rotation.

Brief profile of Andrew Wilson Shaw

Andrew Wilson Shaw is the Non-Executive Independent Director (Additional) of the Company. He holds a bachelor's degree in engineering in mechanical engineering and a master's degree in business administration from the University of London. He has an experience of approximately 36 years in energy and industrial sectors. Prior to joining the Company, he was associated with BICC General UK Cables Limited, Dubai Cable Company (Private) Limited, Prysmian Cables & Systems Limited and Pirelli Cables Limited, Currently, he is associated with Alfanar Co. He has been associated with the Company since May 29, 2026.

Pursuant to the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Company received the requisite statutory disclosures and declarations from Mr. Shaw, including: (i) consent to act as a Director in Form DIR-2; (ii) declaration in Form DIR-8 confirming that he is not disqualified from being appointed as a Director under the provisions of the Companies Act, 2013; and (iii) declaration of independence and other requisite disclosures pursuant to the Companies Act, 2013 and the SEBI LODR regulations, at the time of his appointment as the Independent Director on the Board.

The Company has also received a notice in writing from a Member proposing the candidature of Mr. Andrew Wilson Shaw as a Non-Executive and Independent Director of the Company under Section 149 of the Companies Act, 2013.

Mr. Andrew Wilson Shaw shall be entitled to receive remuneration by way of sitting fees for attending meetings of the Board and Committees thereof, as may be approved by the Board of Directors from time to time, and reimbursement of expenses incurred for participation in such meetings. Further, subject to the provisions of the Companies Act, 2013, he shall also be entitled to receive profit related commission, as may be recommended by the Nomination and Remuneration Committee and approved by the Board and/or shareholders of the Company, from time to time.

In the opinion/evaluation of the Board, considering the vast business and industry experience of Mr. Andrew Wilson Shaw, his induction to the Board of the Company will be of immense benefit, thereby, contributing to the overall growth of the Company.

Additional information of Mr. Andrew Wilson Shaw as required under the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') SEBI

LODR Regulations along with other details of Mr. Andrew Wilson Shaw is provided in **'Annexure A'** to this Notice.

As per Section 102(3) of the Act, all the relevant documents with respect to this matter will be available for inspection by the Members/ Shareholders of the Company electronically on all working days (except Saturdays, Sundays and Holidays) up to the date of meeting. The Members/Shareholders seeking to inspect such documents can send an email to secretarial.grid@sterlite.com from their registered email addresses stating their name and Folio no./DP ID-Client ID/Beneficiary ID.

Save and except for Mr. Andrew Wilson Shaw, being an appointee(s) and his relatives, none of the directors, key managerial personnel and senior management of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolutions, except to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company, therefore, commends passing of the resolution with or without modification(s), as set out in Item No. 3 of Notice of the 11th AGM, by way of an **Ordinary Resolution.**

Item No. 4

Appointment of Mr. Amarendranath Tatimakula Reddy (DIN: 07107290) as the Whole-time Director, for a period of 3 (three) consecutive years, effective from April 01, 2026, till March 31, 2029, and approval of the maximum remuneration

Pursuant to the provisions of Sections 149, 152, 161, 196, 197, 198, 203, Schedule V of the Companies Act, 2013 (the "Act"), the Nomination and Remuneration Committee recommended and the Board of Directors, at its meeting held on April 01, 2026, approved the appointment of Mr. Amarendranath Tatimakula Reddy (DIN: 07107290) as an Additional Director of the Company in the capacity of Whole-time Director (Key Managerial Personnel) of the Company for a period of 3 (three) consecutive years with effect from April 01, 2026, up to March 31, 2029. However, his appointment as the Whole-time Director remains subject to the approval of the Members/ Shareholders of the Company.

Brief profile of Mr. Amarendranath Tatimakula Reddy

Tatimakula Amarendranath Reddy is the Whole-time Director (Additional) of the Company. He holds a bachelor's degree in technology (mechanical engineering) from Sri Venkateswara University. Prior to joining the Company, he was associated with Sterlite Industries India Limited (now merged with Vedanta Limited), Ranka Cables Limited and Midas Alloys, a division of Midland Industries Limited. He has been associated with the Sterlite group for approximately 25 years. He has been associated with the Company since April 1, 2026.

Pursuant to the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Company received the requisite statutory disclosures and declarations from Mr. Amarendranath Tatimakula Reddy, including: (i) consent to act as a Director in Form DIR-2; (ii) declaration in Form DIR-8 confirming that he is not disqualified from being appointed as a Director under the provisions of the Act; (iii) disclosure of interest pursuant to Section 184 of the Act; and (iv) eligibility declaration under Part I of Schedule V of the Act at the time of his appointment as the Whole-time Director on the Board. Further, he also satisfies all the conditions set out under Section 196(3) of the Act for being eligible for this appointment.

The Company has also received a notice in writing from a Member proposing the candidature of Mr. Amarendranath Tatimakula Reddy as a Whole-time Director of the Company under Section 160 of the Companies Act, 2013.

The terms and conditions including maximum remuneration that maybe payable to Mr. Amarendranath Tatimakula Reddy during his tenure:

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 subject to a maximum of INR 1,00,00,000/- (Indian Rupees One Crore only) per annum, as may be decided by the Nomination and Remuneration Committee, from time to time.

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. Tenure as Whole-time Director – 3 Years.

v. In addition to the above, he may be entitled to any long-term incentive plan that may be implemented by the Company, from time to time.

vi. 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.

vii. In the event of absence or inadequacy of profits in any financial year, the Company shall pay remuneration by way of salary including perquisites and allowance in compliance of the provisions of Section 197 read with Section II of Part II of Schedule V of the Companies Act, 2013.

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. Amarendranath Tatimakula Reddy, the Company has no profits or the profits are inadequate, the Board and/ or 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 maximum 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. Amarendranath Tatimakula Reddy is terminable by either the Board of Directors or by Mr. Amarendranath Tatimakula Reddy 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. Amarendranath Tatimakula Reddy would 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 Companies Act, 2013, 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 Personnel.

Pursuant to provisions of Sections 152, 196, 197, 198, 203 and other applicable provisions of the Act 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 Act and SEBI LODR regulations, as amended, the appointment of Mr. Amarendranath Tatimakula Reddy (DIN: 07107290), require approval of the Members/Shareholders by way of Special resolution.

In the opinion/evaluation of the Board, considering the vast business and industry experience of Mr. Amarendranath Tatimakula Reddy, his induction to the Board of the Company will be of immense benefit, thereby, contributing to the overall growth of the Company.

Additional information of Mr. Amarendranath Tatimakula Reddy as required under the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') and the SEBI LODR Regulations, is provided in **'Annexure A'** to this Notice.

As per Section 102(3) of the Act, all the relevant documents with respect to this matter will be available for inspection by the Members/ Shareholders of the Company electronically on all working days (except Saturdays, Sundays and Holidays) up to the date of meeting. The Members/Shareholders seeking to inspect such documents can send an email to secretarial.grid@sterlite.com from their registered email addresses stating their name and Folio no./DP ID-Client ID/Beneficiary ID.

Save and except for Mr. Amarendranath Tatimakula Reddy, being an appointee(s) and his relatives, none of the directors, key managerial personnel and senior management of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolutions, except to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company, therefore, commends passing of the resolution with or without modification(s), as set out in Item No. 4 of Notice of the 11th AGM, by way of **a Special Resolution.**

Item No. 5

Payment of profit related commission to the Non-Executive Directors of the Company

Pursuant to the provisions of Section 197 of the Companies Act, 2013, read with schedule V, the Company may pay remuneration by way of profit related commission, to the Non-Executive Directors of the Company. During the financial year 2025-26, in addition to the contribution made at the Board and Committee meetings, Mr. Pravin Agarwal, Mr. Alampallam Ramakrishnan Narayanaswamy, Mr. Sachin Nandgaonkar, Ms. Anupa Rajiv Sahney, Mr. Anoop Seth and Mr. Frederic Andre M Trefois 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 Group since its inception and has significant experience in general management and commercial affairs. (b) Mr. Alampallam Ramakrishnan 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. Sachin Nandgaonkar holds a bachelor's in technology from the Indian Institute of Technology, Bombay and Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad. He has over three decades of experience in digital transformation, business excellence, innovation, and new ventures. (d) Ms. Anupa Rajiv Sahney is a Chartered Accountant from ACA Institute of Chartered Accountants in England and Wales and holds a B.A. (Double Hons.) in Accountancy, Finance and Economics from the University of Essex. She has over three decades of experience in consulting, strategic advisory, hospitality, financial services, and corporate governance and has also contributed to organizational growth through Board and Advisory Council roles in both listed companies and private enterprises, as well as academic and social impact institutions. (e) 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. (f) Mr. Frederic Andre M Trefois has done diploma in Electrical and Mechanical Engineer from University of Liege, Belgium and brings over 25 years of experience in the energy sector, having held various leadership roles in international companies both in Switzerland and other jurisdictions.

Considering the contribution of the directors towards the growth of the Company, the Board of Directors on May 29, 2026, recommended the payment of profit related commission to the Non-Executive Directors of the Company for the financial year 2025-26, for approval of the Members/ Shareholders and the same is stated as below:

Director	Designation	Commission (Amount In ₹)
Mr. Pravin Agarwal	Non-executive Director	2,00,00,000
Mr. Alampallam Ramakrishnan Narayanaswamy	Independent Director	4,00,000
Mr. Sachin Nandgaonkar	Independent Director	11,00,000
Ms. Anupa Rajiv Sahney	Independent Director	5,00,000
Mr. Anoop Seth *(resigned w.e.f. September 19, 2025)*	Erstwhile Independent Director	12,00,000
Mr. Frederic Andre M Trefois *(resigned w.e.f. February 20, 2026)*	Erstwhile Independent Director	27,00,000
Total		**2,59,00,000**

As per Section 102(3) of the Act, all the relevant documents with respect to this matter will be available for inspection by the Members/ Shareholders of the Company electronically on all working days (except Saturdays, Sundays and Holidays) up to the date of meeting. The Members/Shareholders seeking to inspect such documents can send an email to secretarial.grid@sterlite.com from their registered email addresses stating their name and Folio no./DP ID-Client ID/Beneficiary ID.

Save and except for Mr. Pravin Agarwal, Mr. Alampallam Ramakrishnan Narayanaswamy, Mr. Sachin Nandgaonkar, Ms. Anupa Rajiv Sahney and Mr. Frederic Andre M Trefois and their relatives, none of the directors, key managerial personnel and senior management of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolutions, except to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company, therefore, commends passing of the resolution with or without modification(s), as set out in Item No. 5 of the Notice of the 11th AGM, by way of a **Special Resolution**.

Item No. 6

Amendments to the Articles of Association of the Company and adoption of new set of Articles

The Securities and Exchange Board of India ("SEBI") has notified amendments to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") on March 21, 2026, where in, the issuers intending to undertake a public issue shall, at the time of seeking approval from its Board of Directors, take necessary steps to amend its Articles of Association to incorporate suitable provisions to enable the following:

i. Equity Shares, if pledged, shall be treated as locked-in for the applicable period as specified under the ICDR Regulations.

ii. In case of invocation of pledge, equity shares shall be locked-in, in the demat account of the pledgee for the balance period of lock-in.

iii. In case of release of pledge, equity shares shall be locked-in, in the demat account of the pledgor for the balance period of lock-in.

Since the Company is intending to undertake an Initial Public Offer and has filed the Draft Red Herring Prospectus with SEBI, it is proposed to amend the Articles of Association of the Company by addition of the following Articles in Part-A & Part-B:

Part-A	Part-B
Lock-in of equity shares in connection with Initial Public Offering of the Company	**11. LOCK-IN OF EQUITY SHARES IN CONNECTION WITH INITIAL PUBLIC OFFERING OF THE COMPANY**
92. Notwithstanding anything to the contrary contained in these Articles, where any Equity Shares held by persons other than promoters are required to be locked in under Regulation 17 of SEBI ICDR Regulations and such lock-in cannot be created or recorded by Depositories for any reason whatsoever including where such Equity Shares are (i) subject to pledge; or (ii) under "freeze balance" or "safe keep balance", prior to the commencement of the Lock-in Period of the Company, shall have the power to issue instructions to the Depositories, within such timelines and manner as may be required under the applicable law, including circulars issued by the relevant depositories, directing them to record such Equity Shares as "non-transferable" for the duration of the applicable Lock-in Period. The aforementioned Equity Shares shall be treated as locked-in for the Lock-in Period as specified under the SEBI ICDR Regulations.	11.1 Notwithstanding anything to the contrary contained in these Articles, where any Equity Shares held by persons other than promoters are required to be locked in under Regulation 17 of SEBI ICDR Regulations and such lock-in cannot be created or recorded by Depositories for any reason whatsoever including where such Equity Shares are (i) subject to pledge; or (ii) under "freeze balance" or "safe keep balance", prior to commencement of the Lock-in Period of the Company, shall have the power to issue instructions to the Depositories, within such timelines and manner as may be required under the applicable law, including circulars issued by the relevant depositories, directing them to record such Equity Shares as "non-transferable" for the duration of the applicable Lock-in Period. The aforementioned Equity Shares shall be treated as locked-in for the Lock-in Period as specified under the SEBI ICDR Regulations.
93. In the event of invocation of the pledge on such Equity Shares by the pledgee or exercise of lien on such Equity Shares by any person pursuant to an order or directions of any court, tribunal, any government agency, SEBI or any other authority made or given under any law for the time being in force, whether in whole or in part, the Equity Shares so transferred or received by the pledgee upon such invocation or by such other person upon exercise of lien shall continue to remain locked-in in the demat account of the pledgee or such other person for the balance Lock-in Period.	11.2 In the event of invocation of the pledge on such Equity Shares by the pledgee or exercise of lien on such Equity Shares by any person pursuant to an order or directions of any court, tribunal, any government agency, SEBI or any other authority made or given under any law for the time being in force, whether in whole or in part, the Equity Shares so transferred or received by the pledgee upon such invocation or by such other person upon exercise of lien shall continue to remain locked-in in the demat account of the pledgee or such other person for the balance Lock-in Period.
94. In the event of release of the pledge of such Equity Shares by the pledgee, whether in whole or in part, the Equity Shares so released shall continue to remain locked-in in the demat account of the pledgor for the balance Lock-in Period. For the purposes of this Article, (a) **"Lock-in Period"** means the period for lock-in specified in Regulation 17 of the SEBI ICDR Regulations, as applicable; and (b) **"SEBI ICDR Regulations"** shall mean the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.	11.3 In the event of release of the pledge of such Equity Shares by the pledgee, whether in whole or in part, the Equity Shares so released shall continue to remain locked-in in the demat account of the pledgor for the balance Lock-in Period. For the purposes of this Article, (a) **"Lock-in Period"** means the period for lock-in specified in Regulation 17 of the SEBI ICDR Regulations, as applicable; and (b) **"SEBI ICDR Regulations"** shall mean the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

Pursuant to the provisions of Section 14 of the Companies Act, 2013 (the "Act") read with the Companies (Incorporation) Rules 2014, alteration of the Articles of Association of the Company requires approval of the Members/Shareholders of the Company by way of Special Resolution. Pursuant to such provision, the Board of Directors ("Board") of the Company on May 29, 2026, recommended the amendments in the existing Articles of Association of the Company for approval of the Members/Shareholders of the Company.

As per Section 102(3) of the Act, all the relevant documents with respect to this matter will be available for inspection by the Members/ Shareholders of the Company electronically on all working days (except Saturdays, Sundays and Holidays) up to the date of meeting. The Members/Shareholders seeking to inspect such documents can send an email to secretarial.grid@sterlite.com from their registered email addresses stating their name and Folio no./DP ID-Client ID/Beneficiary ID.

None of the directors, key managerial personnel and senior management of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolutions, except to the extent of their shareholding in the Company, if any.

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 Notice of the 11th AGM, by way of a **Special Resolution.**

Item No. 7

Sterlite Electric Limited Employee Stock Option Plan 2026

Sterlite Electric Limited (**"Company"**) plans to adopt the Sterlite Electric Limited Employee Stock Option Plan 2026 **("ESOP 2026 Plan"/"Plan").**

The objective of the ESOP 2026 Plan is to attract, reward and retain talented and key eligible employees of the Company and align them with the Company's objectives. The Company views Employee Stock Options as instruments that would enable the employees to be co-owners and get a share in the value they would create in the Company and contribute to the Company goals in the years to come, thereby increasing the shareholders' value.

In terms of Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the approval of the Members/Shareholders of the Company is required to adopt and implement ESOP 2026 Plan by way of offer and grant options, creation, issue, offer and allot the underlying equity shares, from time to time, to the employees of the Company or holding or its subsidiary company under ESOP 2026 Plan and undertake such action as may be necessary for administration of the Options.

Considering the above provision, the Nomination and Remuneration Committee recommended and the Board of Directors approved and further recommended the ESOP 2026 Plan for the approval of the Members/Shareholders of the Company and the same be adopted and implemented by the Company.

The salient features and other details of ESOP 2026 Plan are as under:

1. **Brief description of the ESOP 2026 Plan:**

   The Company intends to adopt the Plan as a key instrument to help drive the employee's focus towards the long-term future strategy of the Company. The Plan provides an opportunity for the employees to grow with the Company and create significant amount of value for themselves as well as the Members/Shareholders of the Company.

   The objective of the Plan is to attract, reward and retain talented and key eligible employees of the Company and align them with the Company's objectives. The Company views Employee Stock Options as instruments that would enable the employees to be co-owners and get a share in the value they would create in the Company and contribute to the Company goals in the years to come, thereby increasing the shareholders' value.

2. **The total number of employee stock options shares to be offered and granted:**

   A maximum of 12,61,573 options may be offered and granted under the ESOP 2026 Plan, which on exercise, would entitle not more than 12,61,573 equity shares of face value of ₹ 2/- each of the Company.

3. **Identification of classes of employees entitled to participate and be beneficiaries in the ESOP 2026 Plan:**

   The following classes of employees / directors shall be entitled to participate and shall be the beneficiaries under the ESOP 2026 Plan:

   Prior to Listing:

   (i) a permanent employee of the Company working in India or out of India; or

   (ii) a Whole-time or Executive Director of the Company including the Managing Director; or

   (iii) an employee, as defined in sub-clauses (i) or (ii) above, of a subsidiary company, in or outside India, or of a holding company of the Company; but excludes

      (a) an Independent Director;

      (b) any such Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company; and

      (c) Promoters and persons belonging to Promoter Group.

   Post Listing:

   (i) an employee designated by the Company, who is exclusively working in India or outside India;

   (ii) a Director of the Company, whether a Whole-time Director or not, including a Non-Executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or

   (iii) an employee as defined in sub-clause (i) or (ii) above, of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the Company, but excludes:

      (a) an employee who is a Promoter or a person belonging to the Promoter Group; or

      (b) a Director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

4. Requirements of vesting and period of vesting:

ESOPs granted under the ESOP 2026 Plan would vest not earlier than 1 (One) year or such other period as may be prescribed under Applicable Laws and not later than maximum of 6 (Six) years from the Grant Date of such ESOPs. The minimum Vesting Period of 1 (one) year shall not apply to cases of separation from employment due to death and Permanent Disability (as applicable under Applicable Laws).

Provided that in case where ESOPs are granted by the Company under the Plan in lieu of units held by a person under a similar plan/ scheme in another company ("Transferor Company") which has merged or amalgamated with the Company, the period during which the units, granted by the Transferor Company, were held by him shall be adjusted against the minimum Vesting Period required under this Sub-clause in due compliance with the provisions of Applicable Laws.

The Vesting schedule for ESOPs granted under this Plan shall be subject to achievement of time based / performance conditions as defined by the ESOP Management Committee for each grant **("ESOP Management Committee"** prior to Listing, means a duly empowered committee of the management of the Company as formed under the Scheme) for supervising and executing the scheme, with the constitution of the following members: (a) Managing Director (b) Group Chief Human Resources Officer. Post Listing, it shall mean the Nomination and Remuneration Committee of the Company, who will be duly empowered to supervise and administer the Scheme). Further, any ESOP left to be allotted/ Unvested ESOPs, post vesting of ESOPs basis the terms and conditions of ESOP 2026 Plan shall remain in the ESOP Pool for further allotment as per recommendation of the ESOP Management Committee.

Vesting of ESOPs would be subject to continued employment with the Company. In addition to this, the ESOP Management Committee shall also specify performance criteria subject to satisfaction of which the ESOPs would vest.

The specific Vesting schedule and Vesting Conditions subject to which Vesting would take place, would be outlined in the Grant Letter issued at the time of Grant of ESOPs.

Vesting of Options in case of long leave: The period of leave shall not be considered in determining the Vesting Period in the event the ESOP Grantee is on a sabbatical. In all other events including approved earned leave and sick leave, the period of leave shall be included to calculate the Vesting Period unless otherwise determined by the ESOP Management Committee.

The ESOPs not exercised within the exercise period(s) mentioned in ESOP 2026 Plan shall lapse and the employee(s) shall have no right over such lapsed ESOPs. Till the time a grant is not exercised by the grantee in accordance with the terms hereof i.e. within the exercise period, the Company/NRC shall have a right to revoke such grant at its discretion, subject to applicable laws. Additionally, the vesting of options granted to the employees may expire or lapse or forfeit or accelerate (as the case may be) in the circumstances given at point no. 7.

5. Maximum period within which the ESOPs shall be vested:

ESOPs granted under ESOP 2026 would vest not later than maximum of 6 years from the grant date of such ESOPs.

6. Exercise price or pricing formula:

The exercise price per ESOPs shall be equal to the Fair Market Value of the share as on the Grant Date or any other price as decided by the Nomination and Remuneration Committee subject to Applicable Laws.

7. Exercise period/offer period and process of exercise/ acceptance of offer:

7.1. Exercise period while in employment / service:

The Exercise Period in respect of a Vested ESOPs shall be maximum of 4 (Four) years from the date of Vesting of such ESOPs. The exact Exercise Period of ESOPs in case of any Grant shall be determined by the ESOP Management Committee. Further, the ESOP Grantee at all times must comply with all Applicable Laws and once the Grant is exercised by the ESOP Grantee and the shares are allotted to the ESOP Grantee accordingly, then the ESOP Grantee shall comply with all applicable rules and regulations especially all laws governing shares/ stocks.

7.2. <u>Exercise Period in case of separation from employment/ service:</u>

No.	Event	Treatment of ESOPs
1.	Resignation / termination (other than due to cause)	**Vested ESOPs:** All the Vested ESOPs as on date of submission of resignation/ date of termination; whichever is earlier; shall be exercisable by the ESOP Grantee before the expiry of the Exercise Period. **Unvested ESOPs:** All the Unvested ESOPs on the date of submission of resignation / date of termination; whichever is earlier; shall stand cancelled with effect from such notice of resignation.
2.	Termination due to cause	**Vested ESOPs:** All the Vested ESOPs which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination. **Unvested ESOPs:** All the Unvested ESOPs on the date of such termination shall stand cancelled with effect from the termination date.
3.	Retirement	**Vested ESOPs:** All the Vested ESOPs as on date of Retirement shall be exercisable by the ESOP Grantee before the expiry of the Exercise Period. **Unvested ESOPs:** Prior to Listing, all the Unvested ESOPs as on the date of Retirement shall stand cancelled with effect from the date of Retirement. It is hereby clarified that post Listing, the Unvested ESOPs shall either lapse or continue to vest, as per the discretion of the Nomination and Remuneration Committee and subject to Applicable Laws.
4.	Separation due to death	**Vested ESOPs:** All Vested ESOPs may be exercised by the deceased ESOP Grantee's nominee or legal heir(s) on submission of requisite proof, within the Exercise Period from the date of death. **Unvested ESOPs:** All the Unvested ESOPs as on the date of death shall be deemed to Vest immediately and may be Exercised by nominee / legal heirs as per provisions applicable for Vested ESOPs. It is hereby clarified that post Listing, the minimum Vesting Period of 1 year shall not be applicable in case of death.
5.	Separation due to permanent disability	**Vested ESOPs:** All Vested ESOPs as on the date of incurring such disability may be exercised by the ESOP Grantee within the Exercise Period from the date of such disability. **Unvested ESOPs:** All the Unvested ESOPs as on the date of incurring Permanent Disability shall be deemed to Vest immediately and may be Exercised as per provisions applicable for Vested ESOPs. It is hereby clarified that post Listing, the minimum Vesting Period of 1 year shall not be applicable in case of Permanent Disability.

No.	Event	Treatment of ESOPs
6.	Abandonment	**Vested ESOPs:** All the Vested ESOPs shall stand cancelled with effect from such date as determined by the ESOP Management Committee. **Unvested ESOPs:** All the Unvested ESOPs shall stand cancelled with effect from such date as determined by the ESOP Management Committee however, not after the last working date of the ESOP Grantee.
7.	Termination/separation due to any other reason apart from those mentioned above	**Vested and Unvested ESOPs:** The ESOP Management Committee shall decide whether the Vested and Unvested ESOPs as on that date can be exercised by the ESOP Grantee or not, and such decision shall be final.
8.	Transfer of a grantee from the rolls of the Company to that of its associate company or any of its group company (subsidiary company or holding company or associate company)	**Vested and Unvested ESOPs:** Exercisability of Vested ESOPs and continuity of Vesting of Unvested ESOPs in case of transfer of an ESOP Grantee from the rolls of the Company to that of its associate company or any of its Group Company (Subsidiary Company or Holding Company or Associate Company) shall be at discretion of the ESOP Management Committee as per Applicable Laws as prevailing at the relevant time.
9.	In the event of severance of employment of a grantee, as a part of reconstitution / amalgamation / sell-off or otherwise	**Vested and Unvested ESOPs:** The vested or unvested ESOPs before such reconstitution / amalgamation / sell-off, shall be treated as per the adjustments to be made and recommended by the ESOP Management Committee at the time of such action. ESOP Management Committee also has a power to decide for the treatment of the ESOPs (whether vested or not) of the ESOP Grantees who continue in the employment of the Company after such action.
10.	In the event of a reverse merger in which the Company is not the surviving entity	**Vested and Unvested ESOPs:** The ESOPs vested till the date of happening of such event shall be exercised by the employee within such time period as may be determined by the Nomination and Remuneration Committee at the time of such event. With regard to the Unvested ESOPs, the new management shall take the decision which shall be final and binding.
11.	In the event of a dissolution or liquidation of the Company	**Vested ESOPs:** All the Vested ESOPs outstanding under the Scheme shall be cancelled if not exercised prior to such event and no compensation shall be payable in respect of the ESOPs so cancelled unless otherwise decided by the Nomination and Remuneration Committee.
12.	Breach of the confidentiality clause under ESOP 2026 Plan	**Unexercised (Vested and Unvested) ESOPs:** All the vested and unvested ESOPs shall stand cancelled immediately from the date of such breach. The decision and judgment of the Company regarding breach of the confidentiality clause shall be final, binding and cannot be questioned by ESOP Grantee. In case of non-adherence to the provisions of the confidentiality clause, the ESOP Management Committee will have the authority to deal with such cases as it may deem fit.

Process of Exercise:

The ESOPs shall be deemed to have been exercised when an ESOP Grantee makes an application in writing in prescribed format to the Company or by any other means as decided by the ESOP Management Committee, for the issuance of shares against the ESOPs vested in him, subject to payment of Exercise Price and compliance of other requisite conditions of Exercise including satisfaction of tax liability thereon. Till the time a Grant is not exercised by the ESOP Grantee in accordance with the terms hereof i.e. within the Exercise Period, the Company/ Nomination and Remuneration Committee shall have a right to revoke such Grant at its discretion, subject to Applicable Laws.

8. Appraisal process for determining the eligibility of employees for ESOP 2026 Plan:

The eligibility criteria means the criteria as may be determined from time to time by the ESOP Management Committee for granting the Employee Stock Options to the Employees.

Subject to above, the eligibility criteria of eligible employees would be determined on the basis of one or more of the following parameters:

(a) tenure of the employee;

(b) performance of the employee;

(c) the present and potential contribution of the employee to the success of the Company;

(d) market value/difficulty in replacing the employee;

(e) risk of losing the employee to competition; and

(f) value addition by the new entrant if any.

9. Maximum number of options to be offered and issued per employee and in aggregate, if any:

A maximum of 12,61,573 options may be offered and granted in aggregate under ESOP 2026 Plan, which on exercise would entitle not more than 12,61,573 equity shares of face value of ₹ 2/- each of the Company, which represents 1% of issued, subscribed and paid-up shares as on August 12, 2026.

The maximum number of options to be granted to an eligible employee in a year and in aggregate under ESOP 2026 Plan shall not exceed 12,61,573 options, which on exercise would entitle not more than 1% equity shares having face value of ₹ 2/- each of the Company.

10. Maximum quantum of benefits to be provided per employee under ESOP 2026 Plan:

The maximum quantum of benefits that may be granted to per employee shall be 12,61,573 options.

The maximum number of options that may be offered under ESOP 2026 Plan per employee and in aggregate whether in any one or more financial year(s), shall be less than or equal to 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company.

11. Whether ESOP 2026 Plan is to be implemented and administered directly by the Company or through a trust:

The ESOP 2026 Plan is to be implemented and administered directly by the Company.

12. Whether the ESOP 2026 Plan involves new issue of shares by the Company or secondary acquisition by the trust or both:

The ESOP 2026 Plan involves new issuance of shares by the Company.

13. The amount of loan to be provided for implementation of the ESOP 2026 Plan by the Company to the trust, its tenure, utilization, repayment terms, etc.

Not applicable.

14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOP 2026 Plan:

Not applicable.

15. A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15:

The Company shall follow the laws/regulations applicable to accounting related to Employee Stock Options, including but not limited to the IND AS/Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein

Post Listing, the Company will also make the necessary disclosures under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 at the time of Grant, including as provided in Part G of Schedule I of the Regulations.

The Board shall also make the requisite disclosures of the Plan, in the manner specified under the Applicable Laws.

16. The method which the Company shall use to value its options:

The Company shall use the DCF and / or black scholes model or any other method as may be prescribed under applicable laws, from time to time, to value its options.

17. The following statement, if applicable: *'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report' :*

Not applicable.

18. Period of lock-in:

Except as provided under the applicable laws, the shares issued upon exercise of ESOPs shall be freely transferable and shall not be subject to any lock-in restrictions after such exercise.

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 and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended or such other period as may be stipulated from time to time in terms of such code; as applicable.

19. **Terms & conditions for buyback, if any, of specified securities covered under the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.**

    Subject to the provisions of the prevailing applicable laws, the Nomination and Remuneration Committee shall determine the procedure for buy-back of 'specified securities' granted under ESOP 2026 Plan if to be undertaken at any time by the Company as per applicable terms and conditions thereof.

20. **The conditions under which options vested in employees may lapse e.g. in case of termination of employment for misconduct:**

    Refer to the disclosures made in point 4 and 7 above.

21. **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 employee:**

    Refer to the disclosures made in point 4 and point 7 above.

As per Section 102(3) of the Act, all the relevant documents with respect to this matter will be available for inspection by the Members/ Shareholders of the Company electronically on all working days (except Saturdays, Sundays and Holidays) up to the date of meeting. The Members/Shareholders seeking to inspect such documents can send an email to secretarial.grid@sterlite.com from their registered email addresses stating their name and Folio no./DP ID-Client ID/Beneficiary ID.

None of the directors, key managerial personnel and senior management of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolutions, except to the extent of the number of stocks/ grants/ equity shares that may be offered to them under the ESOP 2026 Plan and 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. 7 of the Notice of the 11th AGM, by way of a **Special Resolution.**

Item No. 8, 9 & 10

Related Party Transaction with Vedanta Limited/Vedanta Aluminium Metal Limited; Related Party Transaction with Resonia Limited *(formerly known as Sterlite Grid 32 Limited)*; and Related Party Transaction with Bharat Aluminium Company Limited

In terms of Section 188 of the Companies Act, 2013 ("the Act") and relevant Rules made thereunder including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force, no contract or arrangement shall be entered into by a company with a related party which involves transactions exceeding the amount as specified under the Act ('Material related party transactions') except with the prior approval of the Members/Shareholders of the Company. Further, such related party transactions may be ratified by the Members/Shareholders at a meeting within three months from the date on which such contract or arrangement is entered into.

In the above context, Item no. 8, 9 & 10 are placed for the approval of the Members/Shareholders of the Company along with necessary details on the proposed Related Party Transactions. Further, Section 188 of the Act provides that nothing in Section 188(1) shall apply to any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis. Since all the proposed related party transactions are in the ordinary course of business and on arm's length basis, the provisions of Section 188 are not applicable to these transactions. However, as a good corporate governance, this matter is being placed before the Members/Shareholders for their approval. The Members/Shareholders are further apprised that the value of transactions with Vedanta Limited/ Vedanta Aluminium Metal Limited, Resonia Limited and Bharat Aluminium Company Limited for the period commencing from April 01, 2026, till the date of this Notice, has not exceeded the materiality threshold.

Transaction details at Item no. 8

Sterlite Electric Limited is a manufacturer of capital goods and a provider of system integration solutions, specializing in the power transmission and distribution industry for both domestic and international markets. Its product portfolio includes a wide range of overhead conductors, power cables, optical ground wire (OPGW), along with the provision of master system integration (MSI) services. For its business, the Company requires aluminum hot metal and copper rods. Vedanta Limited/Vedanta Aluminium Metal Limited **("Vedanta")** is a leading producer of aluminum and copper. Therefore, this transaction involves purchase of hot metal, copper rods and other goods and services, stores and spares, fixed assets, including sale of wire rods, power and ingots etc., and/or any other transactions for transfer of resources, services or obligations and other reimbursements/recoveries to facilitate the business of the Company.

During FY 2024-25, the members/shareholders accorded their approval to enter into related party transaction with Vedanta Limited an amount of ₹ 4,500 per financial year, for a period of 3 years starting from April 01, 2025. Further, considering the business plans of the Company, the Audit Committee and the Board of Directors of the Company in its meeting held on April 01, 2026, had considered and granted its approval to increase the amount of transactions that may be entered into with Vedanta Limited/Vedanta Aluminium Metal Limited (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), from an aggregated value of ₹ 4500 per financial year to an aggregated value of upto ₹ 6,630 crores per financial year for the remaining period of two years' starting April 01, 2026, till March 31, 2028.

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:

S. No.	Particulars	Details
1.	name of the related party	Vedanta Limited/Vedanta Aluminium Metal Limited
2.	nature of relationship	- Vedanta Limited/ Vedanta Aluminium Metal Limited is a fellow subsidiary of the Company - Vedanta Limited holds 1.52% equity shareholding in Sterlite Electric Limited. - Vedanta Incorporated is the ultimate holding company of both Vedanta Limited/ Vedanta Aluminium Metal Limited and Sterlite Electric Limited.
3.	name of the director or key managerial personnel who is related, if any	Except to the extent of their shareholding, if any, in Sterlite Electric Limited, none of the Directors, the Key Managerial Personnel, Senior Management and their relatives are concerned or interested in the said resolution. Further, there is no common director between Vedanta Limited/Vedanta Aluminium Metal Limited and Sterlite Electric Limited as on date.
4.	nature, material terms, monetary value and particulars of the contract or arrangements	- Purchase of hot metal, copper rods and other goods and services, stores and spares, fixed assets, including purchase of wire rods, power and ingots etc., sale of power cables, or any other transactions for transfer of resources, services or obligations and other reimbursements/recoveries for business purpose, for the remaining period of 2 years (Effective from April 01, 2026). - Monetary value – Up to ₹ 6,630 crores per financial year during two financial years, i.e., from FY 2026-27 to FY 2027-28
5.	any other information relevant or important for the members to take a decision on the proposed resolution	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

As per Section 102(3) of the Act, all the relevant documents with respect to this matter will be available for inspection by the Members/ Shareholders of the Company electronically on all working days (except Saturdays, Sundays and Holidays) up to the date of meeting. The Members/Shareholders seeking to inspect such documents can send an email to secretarial.grid@sterlite.com from their registered email addresses stating their name and Folio no./DP ID-Client ID/Beneficiary ID.

None of the directors, key managerial personnel and senior management of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolutions, except to the extent of their shareholding, if any, in Sterlite Electric Limited or Vedanta Limited/Vedanta Aluminium Metal Limited.

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 11th AGM, by way of an **Ordinary Resolution.**

Transaction details at Item no. 9

Resonia Limited *(formerly known as Sterlite Grid 32 Limited)* is an integrated power transmission developer and solutions provider, focused on addressing complex challenges in the sector by tackling the key constraints of time, space and capital. Resonia Limited is engaged in bidding, designing, constructing, owning and operating power transmission assets across multiple geographies. Sterlite Electric Limited is primarily engaged in the business of power products and solutions mainly including manufacturing power transmission conductors, optical ground wire cables and power cables. The proposed transaction involves sale of goods and services to Resonia Limited for its power transmission projects.

Pursuant to the recommendations of the Audit Committee, the Board of Directors of the Company in its meeting held on April 01, 2026, had considered and granted its omnibus approval for entering into related party transaction (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with Resonia Limited for an aggregate value not exceeding ₹ 1,748 crores for the financial year 2026-27.

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:

S. No.	Particulars	Details
1.	the name of the related party	Resonia Limited *(formerly known as Sterlite Grid 32 Limited)*
2.	nature of relationship	- Resonia Limited is a fellow subsidiary. - Sterlite Electric Limited and Resonia Limited have a common ultimate holding company.
3.	name of the director or key managerial personnel who is related, if any	Except to the extent of their shareholding, if any, in Sterlite Electric Limited, none of the Directors, the Key Managerial Personnel, Senior Management and their relatives are concerned or interested in the said resolution. Mr. Pratik Pravin Agarwal, Managing Director of Sterlite Electric Limited is a non-executive Director in Resonia Limited.
4.	nature, material terms, monetary value and particulars of the contract or arrangements	- Sale of power transmission conductors, optical ground wire cables and power cables and services to Resonia Limited including management fees/ services, or any other transactions for transfer of resources, services or obligations and other reimbursements/recoveries for business purposes. - Monetary value – Up to ₹ 1,748 crores for the financial year 2026-27.
5.	any other information relevant or important for the members to take a decision on the proposed resolution	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

As per Section 102(3) of the Act, all the relevant documents with respect to this matter will be available for inspection by the Members/ Shareholders of the Company electronically on all working days (except Saturdays, Sundays and Holidays) up to the date of meeting. The Members/Shareholders seeking to inspect such documents can send an email to secretarial.grid@sterlite.com from their registered email addresses stating their name and Folio no./DP ID-Client ID/Beneficiary ID.

None of the directors, key managerial personnel and senior management of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolutions, except to the extent of their shareholding, if any, in Sterlite Electric Limited or Resonia Limited.

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

Transaction details at Item no. 10

Sterlite Electric Limited is a manufacturer of capital goods and a provider of system integration solutions, specializing in the power transmission and distribution industry for both domestic and international markets. Its product portfolio includes a wide range of overhead conductors, power cables, optical ground wire (OPGW), along with the provision of master system integration (MSI) services. For its business, the Company requires aluminium hot metal and copper rods. Bharat Aluminium Company Limited **("BALCO")** is a leader in value-added aluminium products that find critical applications in core industries. BALCO is also playing a crucial role in introducing aluminium as a potential alternative to other metals like steel in construction and copper in the power transmission industry. Its finishing lines are capable of producing high-quality ingots, wire rods, busbars, and rolled products, which are integral to several key sectors. Therefore, this transaction involves purchase of aluminium rod, other goods and services, stores and spares, to facilitate the business of the Company.

Pursuant to the recommendations of the Audit Committee, the Board of Directors of the Company in its meeting held on April 01, 2026, had considered and granted its omnibus approval for entering into related party transaction (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with BALCO for an aggregate value not exceeding ₹ 700 crores for the financial year 2026-27.

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

S. No.	Particulars	Details
1.	name of the related party	Bharat Aluminium Company Limited
2.	nature of relationship	- Bharat Aluminium Company Limited is a fellow subsidiary of Sterlite Electric Limited. - Vedanta Incorporated is the ultimate holding company of both Bharat Aluminium Company Limited and Sterlite Electric Limited.
3.	name of the director or key managerial personnel who is related, if any	Except to the extent of their shareholding, if any, in Sterlite Electric Limited, none of the Directors, the Key Managerial Personnel, Senior Management and their relatives are concerned or interested in the said resolution. Further, there is no common director between Bharat Aluminium Company Limited and Sterlite Electric Limited as on date.
4.	nature, material terms, monetary value and particulars of the contract or arrangements	- Purchase of aluminium rod, other goods and services, stores and spares. - Monetary value – Up to ₹ 700 crore for the financial year 2026-27
5.	any other information relevant or important for the members to take a decision on the proposed resolution	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

As per Section 102(3) of the Act, all the relevant documents with respect to this matter will be available for inspection by the Members/ Shareholders of the Company electronically on all working days (except Saturdays, Sundays and Holidays) up to the date of meeting. The Members/Shareholders seeking to inspect such documents can send an email to secretarial.grid@sterlite.com from their registered email addresses stating their name and Folio no./DP ID-Client ID/Beneficiary ID.

None of the directors, key managerial personnel and senior management of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolutions, except to the extent of their shareholding, if any, in Sterlite Electric Limited or Bharat Aluminium Company Limited.

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 of the 11th AGM, by way of an **Ordinary Resolution.**

Item No. 11

Remuneration of the Cost Auditor of the Company for the financial year 2026-27

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 on August 12, 2026, had approved the appointment of M/s. Kiran Chandrakant Naik (FRN 103055), Cost Accountant as the Cost Auditor for conducting the Audit of the cost records of the Company at a remuneration of ₹ 3,57,500/- plus applicable taxes (Indian Rupees three lakhs fifty seven thousand five hundred only) for the financial year 2026-27, subject to ratification by the Members/Shareholders. Accordingly, ratification by the Members/Shareholders is being sought for the remuneration payable to the Cost Auditors for the financial year 2026-27, by way of an ordinary resolution.

As per Section 102(3) of the Act, all the relevant documents with respect to this matter will be available for inspection by the Members/ Shareholders of the Company electronically on all working days (except Saturdays, Sundays and Holidays) up to the date of voting. The Members/Shareholders seeking to inspect such documents can send an email to secretarial.grid@sterlite.com from their registered email addresses stating their name and Folio no./DP ID-Client ID/Beneficiary ID.

None of the directors, key managerial personnel and senior management of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolutions, except to the extent of their shareholding in the Company, if any.

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

'Annexure A'

Additional information as required under Regulation 36(3) of the SEBI LODR regulations and Secretarial Standard on General Meetings (SS-2) with respect to Director seeking appointment/re-appointment at the ensuing Annual General Meeting

S. No.	Particulars	Mr. Pratik Pravin Agarwal	Mr. Andrew Wilson Shaw	Mr. Amarendranath Tatimakula Reddy
1	DIN	03040062	11743782	07107290
2	Date of Birth	December 02, 1982	August 29, 1961	March 12, 1965
3	Date of Joining on Board	June 01, 2016	May 29, 2026	April 01, 2026
4	Experience (including expertise in specific functional area)/Brief Resume	Pratik Pravin Agarwal is the Managing Director of our Company. He holds a bachelor of science in economics from the University of Pennsylvania, and a master's degree in business administration from London Business School, University of London. He is a member of Confederation of Indian Industries, IMC Chamber of Commerce and Indian Chambers of Commerce and Industry. He has an experience of 15 years as a director in overseeing and handling management of companies. Prior to joining the Company, he was associated with Sterlite Technologies Limited, Sterlite Ports Limited, Vizag General Cargo Berth Limited, and Speed on Network Limited. He has been awarded the 40 under 40 Award and the CEO of the Year award by the Economic Times.	Andrew Wilson Shaw is the Non-Executive Independent Director (Additional) of our Company. He holds a bachelor's degree in mechanical engineering and a master's degree in business administration from the University of London. He has an experience of approximately 36 years in energy and industrial sectors. Prior to joining the Company, he was associated with BICC General UK Cables Limited, Dubai Cable Company (Private) Limited, Prysmian Cables & Systems Limited and Pirelli Cables Limited with. Currently, he is associated with Alfanar Co.	Amarendranath Tatimakula Reddy is the Whole-time Director (Additional) of our Company. He holds a bachelor's degree in technology (mechanical engineering) from Sri Venkateswara University. Prior to joining our Company, he was associated with Sterlite Industries India Limited (now merged with Vedanta Limited), Ranka Cables Limited and Midas Alloys, a division of Midland Industries Limited. He has been associated with the Sterlite group for approximately 25 years.

S. No.	Particulars	Mr. Pratik Pravin Agarwal	Mr. Andrew Wilson Shaw	Mr. Amarendranath Tatimakula Reddy
5	Terms and Conditions of Re-appointment / fixation of Remuneration	- Re-appointed as the Managing Director for a period of 3 (Three) years with effect from June 01, 2024, to May 31, 2027. - He 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 3 years, with effect from May 29, 2026, up to May 28, 2029. He is entitled to remuneration as provided under Section 197 of the Companies Act, 2013.	- Appointed as a Whole-time Director for a period of 3 years, effective from April 01, 2026, to March 31, 2029, liable to retire by rotation. The maximum remuneration proposed for approval of the Members/Shareholders is set out in the explanatory statement annexed to this Notice.
6	Remuneration last Drawn	₹ 98.08 million	Not Applicable	Nil
7	Remuneration proposed to be paid	₹ 77.22 million	In addition to the sitting fees, Mr. Shaw 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. 4.
8	Directorships in other Companies (excluding foreign and private Companies)	1. Resonia Limited	Nil	1. Sterlite Grid 30 Limited 2. Sterlite Grid 36 Limited 3. Sterlite Grid 26 Limited 4. OneGrid Limited 5. Nangalbibra-Bongaigaon Transmission Limited 6. Khavda IV C Power Transmission Limited

Notice of the 11th Annual General Meeting (continued)

S. No.	Particulars	Mr. Pratik Pravin Agarwal	Mr. Andrew Wilson Shaw	Mr. Amarendranath Tatimakula Reddy
9	Memberships / Chairmanships of Committees across all other public companies	Nil	Nil	Nil
10	No. of shares held in the Company a) Own b) For other persons on a beneficial basis	9,57,228 equity shares as on August 07, 2026	Nil	1,298 equity shares as on August 07, 2026
11	Relationship with other Directors/ KMPs	He is son of Mr. Pravin Agarwal –Director and Chairman of the Company.	None	None
12	No. of Board Meetings attended during the year (2025-26)	10 of 11 entitled to attend	Not Applicable	Not Applicable
13	Name of Listed entities from which the Director has resigned in the past three years.	Nil	Nil	Nil

By order of the Board of Directors
For Sterlite Electric Limited
(formerly Sterlite Power Transmission Limited)

sd/-
Ashok Ganesan
Company Secretary and Compliance Officer
FCS – 5190

Date: August 12, 2026
Place: Gurugram