

July 28, 2025

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor,
Plot No. C-1, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai - 400 051.

BSE Limited

Phirozee Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

Scrip ID - STLTECH

Scrip Code - 532374

Sub.: Submission of Notice of Twenty Sixth Annual General Meeting ("AGM")

Dear Sir/Madam,

This is further to our letter dated July 25, 2025, wherein the Company had informed that the AGM of the Company is scheduled to be held on **Wednesday, August 20, 2025 at 10.30 a.m. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Notice of the 26th AGM of the Company.

The remote e-voting period commences on Saturday, August 16, 2025 at 10:00 A.M and ends on Tuesday, August 19, 2025 at 5:00 P.M. A person, whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. Wednesday, August 13, 2025 shall only be eligible to vote through remote e-voting or through Insta Poll at the AGM.

The AGM Notice is also being uploaded on the website of the Company at <https://www.stl.tech/> and on the website of Kfin Technologies Limited, Registrar and Share Transfer Agent, at <https://evoting.kfintech.com>.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For **Sterlite Technologies Limited**

Mrunal Asawadekar

Company Secretary (ACS 24346)

Encl.: As above.


STERLITE TECHNOLOGIES LIMITED

CIN - L31300PN2000PLC202408

 Regd. Office: 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune - 411001
 Maharashtra, India

Email - secretarial@stl.tech; Website - www.stl.tech; Phone: +91 20 30514000; Fax: +91 20 30514113

NOTICE is hereby given that the Twenty Sixth Annual General Meeting ("AGM") of the members of Sterlite Technologies Limited ("the Company") will be held on Wednesday, August 20, 2025 at 10.30 A.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:
1. To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and the Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of the Auditors thereon.
- 2.** To appoint a Director in place of Mr. Ankit Agarwal (DIN 03344202), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:
3. To approve the appointment of Mr. Rajiv Agarwal (DIN: 00518199) as an Independent Director

To consider and, if thought fit, to pass the following resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mr. Rajiv Agarwal (DIN: 00518199), who being eligible for appointment as an Independent Director has given his consent along with a declaration that he meets the

criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 2 (two) consecutive years on the Board of the Company w.e.f. May 22, 2025 to May 21, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) or Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

4. To approve re-appointment of Mr. Pravin Agarwal (DIN 00022096) as Whole-time director of the Company.

To consider and, if thought fit, to pass the following resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013, rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Pravin Agarwal (DIN 00022096) as a Whole-time Director of the Company for a period of 5 (five) years with effect from October 30, 2025 upto October 29, 2030 on the terms and conditions including remuneration, as agreed between the Company and Mr. Pravin Agarwal, material terms of which are set out in the explanatory

Notice contd.

statement attached hereto, with liberty to the Board of Directors (hereinafter referred to as “the Board”, which term shall include the Nomination and Remuneration Committee of the Board constituted for the purpose) to alter and vary from time to time, the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Pravin Agarwal, subject to the same not exceeding the applicable limits as specified in Section 197 read with Schedule V of the Act or any statutory modification(s) or re-enactment thereto and Regulation 17(6)(e) of SEBI Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) or Company Secretary be and is hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To approve payment of remuneration to Mr. Pravin Agarwal, Whole-Time Director

To consider and, if thought fit, to pass the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further to the Special Resolution passed by the members at the Annual General Meeting of the Company held on August 31, 2020, the members do hereby ratify, confirm and approve the remuneration of ₹ 5,61,77,045/- (Rupees Five Crores Sixty One Lakhs Seventy Seven Thousand Forty Five Only) paid to Mr. Pravin Agarwal (DIN: 00022096) as Whole-time Director for FY 2024-25 as Minimum Remuneration as per the terms of his appointment, which is in excess of the limits prescribed under the provisions of Section 197 read with Schedule V of the Act in view of no profits for FY 2024-25.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) or Company Secretary, be and is hereby, severally authorised to take such steps as may be necessary- statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company

and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

6. To approve payment of remuneration to Mr. Ankit Agarwal, Managing Director

To consider and, if thought fit, to pass the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further to the Special Resolution passed by the members at the Annual General Meeting of the Company held on August 26, 2022, the members do hereby ratify, confirm and approve the remuneration of ₹ 2,95,66,657/- (Rupees Two Crores Ninety Five Lakhs Sixty Six Thousand Six Hundred Fifty Seven Only) paid to Mr. Ankit Agarwal (DIN: 03344202) as Managing Director for FY 2024-25 as Minimum Remuneration as per the terms of his appointment, which is in excess of the limits prescribed under the provisions of Section 197 read with Schedule V of the Act in view of no profits for FY 2024-25.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) or Company Secretary, be and is hereby, severally authorised to take such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

7. To approve payment of commission to Independent Non-executive Directors

To consider and, if thought fit, to pass the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules,

2014, the members do hereby approve payment of commission for the financial year 2024-25 to the Independent Directors as below:

(₹ Lakhs)		
Sr. no	Name of the Director	Commission
1	Kumud Srinivasan	36.00
2	Sandip Das*	19.53
3	S Madhavan	36.00
4	B J Arun	36.00
5	Amrita Gangotra**	32.35
	Total	159.88

* Ceased to be a director effective October 15, 2024

** Appointed as a director effective May 8, 2024

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) or Company Secretary, be and is hereby, severally authorised to take such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

8. To approve the appointment of Secretarial Auditors

To consider and, if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204, 179(3) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and on the recommendation of Audit Committee and Board of Directors, the consent of the Members be and

is hereby accorded for the appointment of M/s. J B Bhawe & Co, Practicing Company Secretaries (Firm Registration No.: S1999MH025400), as the Secretarial Auditors of the Company for a term of five (5) consecutive financial years, commencing from the Financial Year 2025-26 till Financial Year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors based on the recommendation from the Audit Committee.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby severally authorised to modify and/or revise the terms and conditions of the said appointment, including the remuneration of M/s. J B Bhawe & Co, as it may deem appropriate, and to do all such acts, deeds, matters and things as may be necessary, proper, or expedient to give effect to this resolution.”

9. To approve remuneration of Cost Auditor

To consider and, if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof, for the time being in force], approval of the Company be and is hereby accorded for payment of remuneration of ₹ 1,30,000/- (Rupees One Lakh Thirty Thousand Only) plus applicable taxes, and reimbursement of actual travel and out-of-pocket expenses, if any, to Mr. Kiran Naik, Cost Accountant (Registration Number 10927) for conducting the audit of the cost records of the Company for the Financial Year 2025-26.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Audit Committee and/or Company Secretary be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors
of **Sterlite Technologies Limited**

Mrunal Asawadekar
Company Secretary & Compliance officer
(ACS 24346)

4th Floor, Godrej Millennium,
Koregaon Road 9, STS 12/1,
Pune 411001.

Date: May 22, 2025
Place: Pune

Notice contd.

NOTES :

1. The Ministry of Corporate Affairs ('MCA') vide its various circulars issued from time to time have permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the relevant MCA Circulars (General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Act", General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of AGM through VC/OAVM, collectively referred to as "MCA Circulars"), the AGM of the Company this year as well is being conducted through VC/OAVM, and does not require physical presence of members at a common venue.

2. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 3 to 9 of the Notice is annexed hereto.

Further, the relevant details with respect to "Director seeking appointment and re-appointment at this AGM" pursuant to Listing Regulation 36(3) and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are also provided as Annexure A.

3. In terms of the Circulars, since physical attendance of Members has been dispensed with the facility for appointment of proxies by the Members is not be available for this AGM. However, Corporate Members are entitled to appoint authorised representatives under section 113 of the Act, to attend and participate at the AGM through VC/OAVM and cast their votes both by way of remote e-voting and voting electronically at the meeting. Corporate members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation, authorising its representative to attend the AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutinizer by e-mail through its registered e-mail address to narasimhan.b8@gmail.com with a copy marked to secretarial@stl.tech.
4. The businesses set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by

electronic means. The Company has availed the services of KFin Technologies Limited, Registrar and Transfer Agent of the Company ("RTA" or "KFin"), as the authorised agency for conducting of the AGM through VC/OAVM and providing e-voting facility. Detailed instructions for e-voting and procedure for joining the AGM through VC/OAVM are annexed to this Notice.

5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In compliance with the aforesaid circulars, the Notice of the AGM and Annual Report are being sent only through electronic mode to the Members whose e-mail addresses are registered with the Company or the Depository Participant(s) (DP). The Members who have not yet registered their email addresses are requested to register the same with their DP in case the shares are held by them in electronic form and with the Company or KFin in case the shares are held by them in physical form. The Notice and Annual Report for FY25 will also be available on the Company's website www.stl.tech websites of the Stock Exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin at <https://evoting.kfintech.com>
7. The deemed venue for the Twenty Sixth AGM shall be the Registered Office of the Company at 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune - 411001
8. Members who have not registered their e-mail address or registered an incorrect email address and in consequence Notice of the AGM and Annual Report could not be serviced, may also temporarily get their email address and mobile number registered with KFin, by clicking the link: <https://ris.kfintech.com/client-services/mobile-reg/mobileemailreg.aspx> for sending the same. Alternatively, member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via e-mail at the e-mail id einward.ris@kfintech.com for obtaining the Notice of the AGM and Annual Report by email/physical copy.
9. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, NECS, ECS mandates, power of attorney, change of address/name/email address(es), etc. to their DP only and not to Kfin. Changes intimated to the DP will automatically get reflected in the Company's records which will

help the Company and its RTA to provide efficient and better service to the Members. Members holding shares in physical form are requested to advise such changes, if any, to KFin.

10. SEBI vide its circular dated January 25, 2022, has mandated that listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold share certificates in physical form are advised to dematerialise their holdings. Members holding shares in physical form are advised to avail the facility of dematerialisation by contacting a DP of their choice.
11. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. Pursuant to section 72 of the Act read with SEBI circular dated November 03, 2021 and clarification circular dated December 14, 2021 and circular dated March 16, 2023, introducing common and simplified norms for processing investor's service request by the RTA and norms for furnishing PAN, KYC details and Nomination, any service requests or complaints received from the holder(s)/claimant(s), cannot be processed till PAN, KYC and Nomination documents/details are updated.

Accordingly, The Company has sent individual letters to all the Members holding shares in physical form for furnishing the aforesaid details. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are once again requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialised form. Members can download these KYC forms to make their service request with RTA from Company's website <https://stl.tech/investor/> or from the website of RTA at <https://ris.kfintech.com/client/services/isc/default.aspx> or contact the Company/ RTA for assistance in this regard.

SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details and nomination. The folios wherein any one of the said document/details are not updated on or after October 1, 2023 shall be frozen by the RTA. Further, such members will not be eligible to receive dividend in physical mode.

13. Non-Resident Indian Members are requested to inform KFin, immediately of:

- a) Change in their residential status on return to India for permanent settlement.
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

14. Members are requested to note that dividends not encashed or remaining unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to Investor Education and Protection Fund ("IEPF") of the Central Government, established under Section 125 of the Act. Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all the shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority.
15. The Company has been maintaining, inter alia, the following statutory registers in electronic form at its registered office at 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune - 411001:
 - i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - ii) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Act.

In accordance with the MCA circulars, the said registers shall be made accessible for inspection through electronic mode, which shall remain open and be accessible to any member during the continuance of the meeting.

The Company has transferred the unpaid or unclaimed dividend declared for final dividend for financial year 2016-17 to IEPF. The Company has been sending reminders to Members before transfer of such dividend to IEPF.

The details of unpaid and unclaimed dividends lying with the Company as on March 31, 2025 will be uploaded on the website of the Company and can be accessed through the link www.stl.tech. Members who have not so far encashed their dividend warrants for the years from 2017-18 to 2023-24 may approach KFin, for payment thereof, to avoid transfer as per the dates mentioned below:

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Dividend for the year	Due Date for Transfer to IEPF
2017-18	August 2, 2025
2018-19	August 23, 2026
2019-20	October 7, 2027
2020-21	October 2, 2028
2021-22	October 2, 2029
2022-23	October 15, 2030
2023-24	NA

Members whose shares have been transferred to IEPF may claim the shares by making an application in Form IEPF-5. Detailed procedure and the required documentation for claiming the shares/dividend refund can be accessed at www.iepf.gov.in

16. Certificate from Secretarial Auditors of the Company certifying that the ESOP Scheme 2010

and 2016 of the Company is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, will also be available for inspection by the members through electronic mode.

17. All documents referred to in the above Notice and Explanatory Statement will be available electronically for inspection for Members between 11.00 a.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of the AGM. Members seeking to inspect such documents can send an e-mail to secretarial@stl.tech
18. Since the AGM is being held through VC/OAVM, the Route Map, Attendance Slip and proxy form are not attached to this Notice.

By order of the Board of Directors
of **Sterlite Technologies Limited**

Mrunal Asawadekar
Company Secretary & Compliance officer
(ACS 24346)
4th Floor, Godrej Millennium,
Koregaon Road 9, STS 12/1,
Pune 411001.

Date: May 22, 2025
Place: Pune

Annexure A

DETAILS OF DIRECTORS SEEKING APPOINTMENT AND RE-APPOINTMENT AT THE AGM

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings (Particulars as on May 22, 2025)

Name of the Director	Mr. Ankit Agarwal	Mr. Pravin Agarwal	Mr. Rajiv Agarwal
DIN	03344202	00022096	00518199
Date of Birth	December 1, 1983	October 16, 1954	May 26, 1968
Date of first appointment on the Board	January 20, 2021	October 30, 2006	May 22, 2025
Experience including expertise in specific functional area/Brief Resume	A deep believer in innovation and a customer-first approach, Mr. Ankit is a thought leader in the evolving optical and radio digital network space. Mr. Ankit is Managing Director of the Company. He is also a Non-Executive Vice Chairman of STL Networks Limited. As the Managing Director of STL, he guides the strategic roadmap of the Company. He played a crucial role in STL's global expansion, helping establish the Company's presence in over 100 countries. He executed strategic joint ventures, M&As and greenfield projects across Brazil, China and Italy. An Economic Times '40 under Forty' business leader, he is committed to D&I and environmental sustainability. Under his stewardship, STL became 'zero waste to landfill' certified and is now on its way to becoming a net zero emissions company by 2030. Prior to STL, Ankit led the Corporate Strategy of Vedanta Resources and played a key role in Vedanta's strategic transactions, including its US\$8.6 billion acquisition of Cairn India, and US\$2.6 billion bid for ASARCO. During his time at Deutsche Bank (London), he played a significant role in cross-border transactions such as Tata Steel's acquisition of Corus for US\$12 billion and Eurasian Natural Resources' US\$2.7 billion IPO. He holds a Bachelor's degree from the University of Southern California and an MBA degree from London Business School.	Mr. Pravin Agarwal is the Vice Chairman and Whole-time Director. He is also a Non-Executive Chairman of Sterlite Electric Limited and STL Networks Limited. He has been closely involved with Sterlite Group's operations in India since its inception in 1979. He has been the driving force behind the expansion of Sterlite Group's telecom and power businesses into multiple markets and the company's continued growth momentum. He is an astute businessman and a leader with almost four decades of experience.	Mr. Rajiv Agarwal is a distinguished professional with 30 years of experience in senior executive roles within the electronics industry. Alongside his corporate career, he has significantly contributed to management education and board leadership. He serves as Chairman and Independent Director of Polson Ltd. and is the Professor and Department Chair of Strategy at SPJIMR. With a Ph.D. from BITS Pilani focusing on family-managed businesses, he has also completed executive programs at Harvard Business School and Stanford Graduate School of Business. He has advised over 1,500 families on business and family matters and leads several key programs at SPJIMR. His expertise spans strategy, family business, and entrepreneurship, reflected in his extensive research and academic contributions. He has dual certifications in Family Business Advising and Wealth Advising from the Family Firm Institute, USA

Notice contd.

Justification for choosing for appointment as Independent Director	NA.	NA.	Mr. Rajiv's expertise in strategy and entrepreneurship and experience in having worked with 1500 families on various family and business issues would be very valuable to the Company.
Remuneration last drawn	As mentioned in Annexure of the Notice of this meeting	As mentioned in Annexure of the Notice of this meeting	Not Applicable
Remuneration proposed to be paid	As mentioned in Annexure of the Notice of this meeting	As mentioned in the explanatory statement	Sitting fees per Board and Committee meeting and Commission as approved by the Board annually
Terms and Conditions of Appointment/ Re-appointment	He was appointed as Managing Director of the Company for a period of 5 (five) years commencing October 08, 2021, liable to retire by rotation. As per item 2 of this notice, he is liable to retire by rotation.	As per Item No. 4 of the Notice of this meeting read with an explanatory statement, he is proposed to be re-appointed as Whole-time Director of the Company for a period of 5 (five) years commencing from October 30, 2025, liable to retire by rotation.	As per Explanatory Statement of Item No. 3 of the Notice of this meeting
Directorships in other Companies (Excluding Foreign Companies)	1. STL Digital Limited 2. STL Networks Limited 3. Twin Star Display Technologies Limited 4. Sterlite Tech Cables Solutions Limited 5. Speedon Networks Limited	1. Twin Star Display Technologies Limited 2. STL Networks Limited 3. Sterlite Tech Cables Solutions Limited 4. Anupamjeevan Foundation 5. Sterlite Electric Limited	1. Polson Limited 2. KRCD (India) Private Limited 3. Rajes Art Printers Private Limited 4. Multispark Electronics Private Limited 5. Aftab Electronics Private Limited 6. MA & PA Healthcare Private Limited
Memberships/ Chairpersonships of other companies		1. Sterlite Electric Limited- • Audit Committee: Member • Stakeholder Relationship Committee: Member	1. Polson Limited- • Audit Committee: Chairman, • Stakeholders' Relationship Committee: Member
Listed entities from which the Director has resigned in the past three years	NIL	NIL	NIL

No. of shares held in the Company (including shareholding as a beneficial owner)	8,38,676	50,000	16
Relationship with other Directors/KMPs	Son of Mr. Pravin Agarwal, Vice Chairman	Brother of Mr. Anil Agarwal, Chairman and Father of Mr. Ankit Agarwal, Managing Director	NA
No. of Board Meetings attended during the year	6	5	NA
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	NA	NA	As per Explanatory Statement of Item No. 3 of the Notice of this meeting.

Notes:

1. Chairpersonship and membership of audit committee and stakeholders' relationship committee are considered.
2. Mr. Rajiv Agarwal is appointed effective May 22, 2025.

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

ITEM 3

Mr. Rajiv Agarwal was appointed as an Additional Director (Non-executive, Independent) of the Company by the Board of Directors based on the recommendation of the Nomination & Remuneration Committee (NRC), for a term of 2 (two) consecutive years w.e.f. May 22, 2025, not liable to retire by rotation.

Mr. Rajiv Agarwal is a Commerce Graduate. He has done his MMS (Finance and Marketing) from SPJIMR, and his PhD in Family Business from BITS Pilani. He has also done the Owner/President Management Program (OPM) at Harvard Business School and Fast Growth Program at Stanford Graduate School of Business. He is serving as the Chairperson of the Polson Limited. On the recommendation of the Nomination and Remuneration Committee and taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company. The Board concluded and is of the opinion that Mr. Rajiv Agarwal's qualifications and the rich experience of over the years in the above-mentioned areas meets the identified core skills, expertise and capabilities required for the effective functioning of role as an Independent Director of the Company and his association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Rajiv Agarwal confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Rajiv Agarwal has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Rajiv Agarwal has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further, Mr. Rajiv Agarwal has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to appointment by the Members.

Mr. Rajiv Agarwal has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors

Notice contd.

maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Rajiv Agarwal fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director and that he is independent of the Management. The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://www.stl.tech> and would also be made available for inspection to the Members of the Company upto the date of AGM, by sending a request from their registered email address to the Company at secretarial@stl.tech along with their Name, DP ID & Client ID/Folio No. In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, approval of the Members is sought to pass a Special Resolution for appointment of Mr. Rajiv Agarwal as an Independent Director of the Company.

Except for Mr. Rajiv Agarwal, none of the Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise in the special resolution set out at Item No. 3 of the Notice.

ITEM 4

Mr. Pravin Agarwal's appointment as a Whole-time Director of the Company is valid upto October 29, 2025. It is proposed to re-appoint him as Whole-time Director for the further period of 5 (five) years. The Board of Directors ("Board") at its Meeting held on May 16, 2025 has, subject to the approval of the Members, re-appointed Mr. Pravin Agarwal as Whole-time Director of the Company for a period of 5 (five) years commencing from October 30, 2025 in accordance with the provisions of Sections 196, 197 and 203 and Schedule V of the Companies Act, 2013. The Act also requires approval of the Members of the Company for the said appointment.

The profile of Mr. Pravin Agarwal and other disclosures are given in Annexure A to this notice. The terms of appointment of Mr. Pravin Agarwal are as under:

- i. Period of Appointment: October 30, 2025 upto October 29, 2030
- ii. Remuneration:
 1. Salary and Personal Allowance: Basic Salary and Personal Allowance and performance based incentive payable to Mr. Pravin Agarwal shall be subject to a maximum limit of ₹ 10,00,00,000 (Rupees Ten Crores Only) per annum, as may be determined by the Board from time to time.

2. Perquisites:

- i. Mr. Pravin Agarwal will be entitled to perquisites upto 20% of salary and allowances including House Rent Allowance (or Company owned/leased accommodation in lieu thereof as per Company's rules), medical reimbursement, bonus, credit card and annual club membership fees, medical/accident insurance, servants and other benefits as per the rules of the Company and such perquisites as may be approved by the Board from time to time.
- ii. Reimbursement of expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trip(s), provision of car for use on the Company's Business, telephone expenses at residence and club membership shall be reimbursed and not considered as perquisites.
3. Mr. Pravin Agarwal will be entitled to a performance based incentive as may be recommended by the "Nomination and Remuneration Committee" and approved by the Board of Directors not exceeding 200% of Basic Salary and Personal Allowance in a financial year.

The Nomination and Remuneration Committee of the Board of Directors may, at its discretion, pay to Mr. Pravin Agarwal any remuneration within the limits here in above stipulated and revise or restructure the same from time to time, within these limits. The valuation of perquisites will be done at cost to the Company.

During his previous appointment as Whole-Time Director, the Company had approved remuneration of ₹ 15 crores per annum over a five-years period. At present, Mr. Agarwal's annual compensation stands at ₹ 5,61,77,045 (Rupees Five Crores Sixty-One Lakhs Seventy-Seven Thousand Forty-Five only), which is significantly lower than the previously approved remuneration.

Considering the Company's prevailing financial conditions and performance, he opted to reduce his compensation and streamline his pay structure to fixed salary alone for the previous year, waiving all variable pay elements entirely.

Consequently, for his forthcoming term, the Board has proposed a remuneration of ₹ 10 crores and other incentives/ variable pay, perquisites as mentioned above, and accordingly, the Company is seeking shareholders' approval through a special resolution.

For purposes of leave accumulation, gratuity, provident fund, superannuation and other benefits, the services of Mr. Pravin Agarwal will be considered as continuous and this re-appointment including the

re-appointment on account of retirement by rotation will not be considered as any break in service.

The Company's contribution to the Provident Fund, Superannuation Fund, Gratuity and Encashment of Leave as per the rules of the Company payable to Mr. Pravin Agarwal will not be considered for calculating the limits of perquisites as per Schedule V of the Act. In case of inadequacy of profits, the aforesaid remuneration will be paid as minimum remuneration in accordance with provisions of Schedule V of the Companies Act, 2013 and subject to the approval of Shareholders, if required.

Other Terms

- a. The Whole-time Director shall be entitled to compensation for loss of office as provided in Section 202 of the Companies Act, 2013.
- b. The Whole-time Director shall be entitled to compensation for loss of office as provided in Section 202 of the Companies Act, 2013.
- c. No sitting fees shall be paid to the Whole-time Director for attending meetings of the Board of Directors or any Committee of the Board.
- d. The contract of appointment of Mr. Pravin Agarwal is terminable by either the Board of Directors or by Mr. Pravin Agarwal giving to the other 90 days' notice in writing.
- e. In order to comply with the provision of Section 152 regarding number of Directors liable to retire by rotation, Mr. Pravin Agarwal will be considered to be liable to retire by rotation.
- f. 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 from time to time be given and made by the Board.
- g. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.

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

Except for age, Mr. Pravin Agarwal satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his

re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Pravin Agarwal is seventy one years of age. He has rich and varied experience in the industry and has been involved in the operations of the Company. It would be in the interest of the Company to continue to avail of his considerable expertise and to re-appoint Mr. Pravin Agarwal as a Whole-time Director. Accordingly, approval of the members is sought to pass a Special Resolution for re-appointment of Mr. Pravin Agarwal as a Whole-time Director, as set out in Part-I of Schedule V to the Act as also under sub-section (3) of Section 196 of the Act.

The Board believes that the Company has grown extensively under the guidance of Mr. Pravin Agarwal and that he possesses the necessary expertise and experience to accelerate the Company's operations and achieve its vision and hence recommends the resolution appearing at Item No. 4 of the Notice for your approval.

The draft service agreement proposed to be entered into between the Company and Mr. Pravin Agarwal is available for inspection by the members at the Registered Office of the Company on all working days up to the date of the ensuing Annual General Meeting.

Mr. Pravin Agarwal is interested in his appointment. In addition, Mr. Anil Agarwal being brother of Mr. Pravin Agarwal and Mr. Ankit Agarwal, being son of Mr. Pravin Agarwal may be deemed to be interested in this resolution. None of the Directors except as stated above and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Special Resolution as set out in Item No. 4 of this Notice.

ITEM 5, 6

Mr. Pravin Agarwal was re-appointed as the Vice Chairman and Whole-time Director of the Company by way of a special resolution passed by the members at the Annual General Meeting of the Company held on August 31, 2020, effective October 30, 2020 for a period of five years.

Mr. Ankit Agarwal was appointed as the Managing Director of the Company by way of a special resolution passed by the members at the Annual General Meeting of the Company held on August 26, 2022, effective October 8, 2021 for a period of five years.

The Members have approved the remuneration of the Managing Director and Whole-time Directors as stated in the above respective notices of AGMs/ Postal Ballot. **Further, the members had also approved that the said remuneration be paid**

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as “minimum remuneration” to the Managing Director and Whole-time Directors in the event of insufficient profit or loss in accordance with provisions of Schedule V of the Act.

In terms of the provisions of Section 197, read with Schedule V to the Act, the Company is required to obtain approval of the members by way of special resolution for payment of remuneration to Managerial Personnel and whole-time directors in case of no profit/inadequacy of profit.

Pursuant to Regulation 17(6)(e) of the SEBI Listing Regulations, approval of shareholders by way of Special Resolution is required if the annual remuneration payable to executive directors who are Promoters or members of Promoter Group exceeds ₹ 5 crores or 2.5 percent of the net profits of the listed entity, whichever is higher;

Any sums paid in excess of the said statutory limit become refundable to the Company and until such sums become refundable, they are held in trust for the Company by the director, unless the Company waives recovery of the said amount by way of a Special Resolution passed by the members.

The Company, as on date, is not in default in payment of dues to any bank or public financial institution or to non-convertible debenture holders or to any other secured financial creditor, and accordingly their prior approval is not required for approving the proposed special resolutions.

The Company has incurred losses for FY25 and in view of the above, approval of the Members is sought for remuneration payable to the Whole-time Director and Managing Director as set out at Item nos. 5, 6 of the Notice. **It is clarified that no increase in remuneration of the Managerial Personnel is proposed in terms of the resolutions set out at Item nos. 5, 6 of this Notice and the same is within the overall remuneration limits already approved by the Members earlier at the AGMs as stated above.**

The Nomination & Remuneration Committee of Directors and the Board of Directors at their meetings held on May 16, 2025, have considered this proposal and recommended/approved the remuneration proposed to be paid to the managerial personnel, subject to approval of the Members by way of Special Resolution.

The Board recommends the resolution set out at Item Nos. 5 and 6 of the Notice to the Members for their consideration and approval, by way of Special Resolution.

Disclosure(s) in terms of Section 197 read with Schedule V to the Companies Act, 2013 & applicable Rules thereunder is provided as Annexure to this Notice.

Except for Mr. Anil Agarwal, Mr. Pravin Agarwal and Mr. Ankit Agarwal (for item no 5 & 6), none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise in the special resolution set out at Item No. 5 & 6 of the Notice.

ITEM 7

In terms of the provisions of Section 197, read with Schedule V to the Act, the Company is required to obtain approval of the members by way of special resolution for payment of remuneration/commission to non-executive directors in case of no profits/inadequacy of profits.

The Company has no profits for FY25 and in view of the above, approval of the Members is sought for paying commission to the Independent non-executive Directors. **In comparison to FY24, there is no increase in the proposed commission for FY25.**

The Nomination & Remuneration Committee and the Board of Directors at their meetings held on May 16, 2025 have considered this proposal and recommended/approved the commission proposed considering criteria such as attendance at Board and Committee meetings and contributions by way of providing strategic oversight to the Company and providing guidance and suggestions in operational matters and business reviews to help fulfill the short term and long term business objectives of the Company.

The Board recommends the resolution set out at Item No. 7 of the Notice to the Members for their consideration and approval, by way of Special Resolution.

Disclosure(s) in terms of Section 197 read with Schedule V to the Companies Act, 2013 & applicable Rules thereunder is provided as Annexure to this Notice.

Except for Independent Directors, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise in the special resolution set out at Item No. 7 of the Notice.

ITEM 8

Pursuant to the recent amendment to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) read with SEBI notification dated December 12, 2024, and other applicable provisions, which shall come into effect from April 1, 2025, the appointment of Peer reviewed Secretarial Auditor(s) is now required to be approved by the shareholders at the Annual General Meeting of the Company.

As per the amended Regulation, the tenure of the Secretarial Auditor shall be:

- In case of an individual Company Secretary in Practice: one term of five (5) consecutive years;
- In case of a firm of Company Secretaries in Practice: a maximum of two (2) terms of five (5) consecutive years each.

It is further clarified that any prior association of the individual or firm as the Secretarial Auditor of the Company before March 31, 2025, shall not be considered for the purpose of calculating the aforesaid term.

M/s. J B Bhavé & Co, Company Secretaries (Firm Registration Number: S1999MH025400), a proprietorship firm led by Mr. Jayvant Bhavé (FCS No.: 4266; COP No.: 3068), has been serving as the Secretarial Auditor of the Company. The firm is peer-reviewed, bearing Peer Review Certificate No.: 1238/2021, and holds a valid Peer Review Certificate issued by the Institute of Company Secretaries of India. Mr. Jayvant Bhavé has post-qualification experience of more than 30 years as a Company Secretary in Practice and an overall professional experience of about 30 years.

The Board of Directors, at its meeting held on May 16, 2025, based on the recommendation of the Audit Committee, has approved the appointment of M/s. J B Bhavé & Co, Company Secretaries, as the Secretarial Auditor of the Company for a term of five (5) consecutive years commencing from the financial year 2025-26 till the financial year 2029-30, at such remuneration as decided by the Board of Directors. The remuneration for the remaining years of the term shall be approved annually by the Audit Committee.

M/s. J B Bhavé & Co has given its consent to act as secretarial auditors of the Company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, M/s. J B Bhavé & Co has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility of the firm's qualification, experience, independent assessment & expertise of the partners in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

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

The Board recommends the resolution set out at Item No. 8 of the accompanying Notice for approval of the Members by way of an Ordinary Resolution.

ITEM 9

Upon the recommendation of the Audit Committee, the Board of Directors has approved appointment of Mr. Kiran Naik, Cost Accountant as Cost Auditor to conduct of the audit of cost records of the Company for the Financial Year 2025-26, at a remuneration of ₹ 1,30,000 plus taxes as applicable and reimbursement of actual travel and out of pocket expenses.

In terms of Section 148 of the Act read with Rule 14 of Companies (Audit and Auditors) Rules 2014, as amended from time to time, remuneration payable to the Cost Auditor is required to be approved by the members. Accordingly, approval of the members is sought for the resolution at Item No. 9 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives have any concern or interest, financially or otherwise, in the proposed resolution.

Annexure

(A) Disclosure(s) in terms of Section 197 read with Schedule V to the Companies Act, 2013 & applicable Rules**i General Information**

- 1. Nature of Industry: Telecom** - Equipment & Accessories
- 2. Date or expected date of commencement of commercial production:** The Company was incorporated on March 24, 2000 and on receipt of Commencement of Business Certificate on March 31, 2000, the Company had since commenced its business.
- 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- 4. Financial Performance based on given indicators:**

Particulars	2024-25*	2023-24*	2022-23
Revenue from operations	2,215	2,661	5,356
Total Income	2348	2,820	5,531
Earnings before exceptional items, interest, tax, depreciation and amortisation (EBITDA)	160	167	916
Less: finance cost	163	227	280
Less: depreciation and amortisation expense	174	185	203
Profit/(Loss) before tax	(177)	(245)	636

*The change in the numbers of FY2023-24 and exclusion of the financial credentials pertaining to the Global Service business for FY2024-25 are due to restatement of the Profit and Loss Statement, giving effect of demerger.

It may be noticed from the above table that there is a significant reduction in its operating performance and financial results in FY25, primarily due to macro factors such as subdued demand, slow economic growth and liquidity stress.

5. Foreign Investment or collaborations, if any:

The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company. Foreign investors, mainly comprising Foreign Promoter, FPIs are investors in the Company on account of past issuances of securities and secondary market purchases.

II. Information about the Appointee

	Mr. Pravin Agarwal	Mr. Ankit Agarwal
Background details	Mr. Pravin Agarwal is the Vice Chairman and Whole-time Director of STL, and the Non-Executive Chairman of Sterlite Electric Limited and STL Networks Limited. He has been closely involved with Sterlite Group's operations in India since its inception in 1979.	Mr. Ankit Agarwal has been leading STL's growth journey as it transforms billions of lives by connecting the world. Over the past 15 years at STL, first as the head of international sales, then as the CEO of the Optical Networking business and now as the Managing Director. Recognised as a 40 under 40 leader, Ankit is a strong supporter of young and entrepreneurial talent.
Past remuneration	As provided in the annexure	As provided in the annexure
Job profile and suitability	Mr. Pravin Agarwal, Vice Chairman of the Company has been the driving force behind the expansion of Sterlite Group's telecom and power businesses into multiple markets and STL's continued growth momentum. He is an astute businessman and a leader with almost four decades of experience. He has been on the Board of STL since October 30, 2006.	Mr. Ankit Agarwal, Managing Director of the Company is the force behind STL's dramatic global expansion, customer-first ethos, R&D focus and strategic joint ventures & acquisitions. He has strengthened STL's presence in India, USA, UK, Italy, China and Brazil.

Remuneration proposed	₹ 5.62 crores	₹ 2.96 crores
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Pravin Agarwal is brother of Mr. Anil Agarwal and father of Mr. Ankit Agarwal.	Mr. Ankit Agarwal is son of Mr. Pravin Agarwal.

• **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person**

The salary structure for Managing Director and Whole-time Directors, in line with the Company's Human Resources Total rewards policy is as below:

1. Fixed salary: Salary plus incentives and perquisites as mentioned below.

a) Annual incentive –

- Individual Performance based incentive. It is 20% of total Incentive.
- Company & Business Performance based incentive. It is 80% of total Incentive.

b) Perquisites:

- Medical insurance for self and family: Medical expenses pertaining to hospitalization, if any incurred by him and family shall be borne in accordance with the Sterlite Group Mediclaim Policy;
- Insurance: Coverage as per the Sterlite Group Accident and Sterlite Term Life Policy;

2. Variable Pay/Incentive

The parameters for incentive for all the aforesaid two directors are driven by

Parameter (KPI)	Definition	Weightage
Order Book	Value of new contracts signed for the period (Q1, Q2, Q3) and YTD (Q4) with customers for buying Services/Products as reported in Salesforce and verified by the Finance team (FPA)	20%
Revenue	Audited /Reviewed Revenue for the period (Q1, Q2, Q3) and YTD (Q4), as reported by the Finance team (FPA)	20%
EBITDA	Audited/Reviewed Earnings before interest, taxes, depreciation, and amortization for the period (Q1, Q2, Q3) and YTD (Q4), as reported by the Finance team (FPA)	20%
GFI (Absolute-GSB,ONB)	GFI - Gross Fund Involvement (Inventory, Gross Debtors without factoring /Export Advance/any other treasury product (defined undefined) impacting debtors, Unbilled Revenue, Loans, Prepaid Expenses, Advance Income Tax, Deferred Tax, Advances to suppliers etc., security deposit, Interest on deposits, Derivative Instruments). Actual absolute GFI target to be recalculated based on the AGP GFI days (365 x AGP GFI/AGP Revenue) and actual TTM Revenue, as reported by the Finance team (FPA)	20%
Net Cash Generation	Audited/Reviewed EBITDA less interest less tax less change in NFI less CAPEX payment less M&A investment plus M&A divestment, as reported by the Finance team (FPA) excluding cash generation on account of any treasury initiatives such as LC Extension, Vendor Financing, Factoring, Export Advance, and any other instructions passed during the financial year, which are required to manage cash at STL level due shortfall in AGP collection	20%
Total Weighted Score >		100%

1. **Pravin Agarwal – Vice Chairman & Whole-time Director**

Below is the year on year movement of salary for the last 3 years.

Details	Fixed Pay	Annual Variable Pay	Total	% Increase
FY23	8.71	0.06	8.76	(13.9)%
FY24	8.37	-	8.37	(4.5)%
FY25	5.62	-	5.62	(32)%

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Note: Fixed pay component includes salary and allowances, value of perquisites and also retirement benefits like PF, Gratuity contributions.

Mr. Pravin Agarwal will not be paid business/company performance-based variable pay for FY25 considering the Company performance.

Additionally, Mr. Agarwal's compensation has not been revised for the past 3 years and he has also not received any bonus for this period. In fact, considering the business performance, Mr. Agarwal has reduced his fixed pay component in FY25.

Mr. Pravin Agarwal has been closely involved with Sterlite Group's operations in India since its inception in 1979. He has been the driving force behind the expansion of Sterlite Group's telecom and power businesses into multiple markets and STL's continued growth momentum.

2. Ankit Agarwal – Managing Director

Below is the year on year movement of salary for the last 3 years.

Details	Fixed Pay (including retirement benefits)	Annual Variable Pay	Total	% Increase
FY23	2.64	1.38	4.02	8.1%
FY24	2.69	1.50*	4.19	4.2%
FY25	2.96	0	2.96	(29.5)%

*This is a variable pay paid to Mr. Ankit Agarwal during FY24 based on the Business and Company performance for FY23

Note: Fixed pay component includes salary and allowances, value of perquisites and also retirement benefits like PF, Gratuity contributions.

Mr. Ankit Agarwal will not be paid Business/Company Performance based Variable Pay for FY25 considering the Company performance.

The Fixed and Total Compensation for Mr. Ankit Agarwal is slightly below average as compared to the AON Executive Benchmark market data.

Also, it is noteworthy that the remuneration of Mr. Pravin and Mr. Ankit proposed for FY25 is almost 30% lower as compared to the compensation drawn by them for FY24. Further, due to challenging market conditions and losses in FY25, the Directors have not been paid performance linked incentive this year.

The Executive Directors of the Company demonstrated resilience and strong leadership, navigating the Company through uncertain and difficult circumstances. Their strategic decisions, including cost management initiatives, focus on operational efficiency, and risk mitigation strategies, played a significant role in maintaining business continuity and safeguarding the Company's long-term viability. Moreover, their proactive engagement with stakeholders, including employees, customers, and investors, helped preserve trust and stability despite external pressures. **Under the leadership of Mr. Pravin Agarwal and Mr. Ankit Agarwal, the Company successfully completed a Qualified Institutional Placement (QIP), raising substantial capital that was primarily allocated towards debt reduction. This initiative not only alleviated the Company's debt burden but also resulted in considerable interest cost savings, thereby strengthening the balance sheet and improving financial flexibility.**

The Company undertook and implemented the demerger scheme to separate the Global Service Business of the Company into a distinct business units, allowing for the creation of independent management structures tailored to the specific needs of each business segment. This restructuring has facilitated more focused strategic planning and operational efficiencies, positioning each entity for targeted growth.

These strategic initiatives have collectively contributed to a more robust financial position and a streamlined organizational structure, underscoring the rationale for the proposed managerial remuneration in FY25.

Results, Recognition and Awards:

The Company has received several leading awards over the past years. The table below contains a selection of the awards which the Company has received, based on different types of awards under the leadership of the whole-time directors of the Company:

S. No.	Award
1.	Most Valuable Corporate Business Partner Honoured with the prestigious “Most Valuable Corporate Business Partner” award from UTL Solar, a renowned leader in solar energy solutions. This recognition celebrates the successful collaboration on a flagship citizen network project in Maharashtra, highlighting a shared commitment to innovation, excellence, and sustainability in the renewable energy sector.
2.	CII DX Award 2024 STL Global Services has been conferred the esteemed CII DX Award 2024 for Delivery Excellence by the Confederation of Indian Industry. This recognition celebrates STL’s outstanding performance in driving digital transformation through best-in-class delivery practices, operational agility, and a relentless focus on customer success.
3.	Golden Peacock National Quality Award winner under Telecom category 2024 The Sterlite Tech Cables Solutions Ltd. (STCSL), Aurangabad facility has been honored with the Golden Peacock National Quality Award 2024 under the Telecom category. Instituted by the Institute of Directors (IOD), India in 1991, the Golden Peacock Awards are recognized globally as a benchmark of corporate excellence.
4.	STL Wins Bronze Award for Best Talent Acquisition Process at Brandon Hall Group Awards STL has been honoured with the Bronze Award by the Brandon Hall Group for Best Talent Acquisition Process. This prestigious recognition celebrates excellence in global Human Capital Management and underscores the organization’s commitment to driving innovation, operational excellence, and delivering a seamless, impactful hiring experience.
5.	CInM Innovators Award for Optical innovation The Next-Gen MicroLite 864F Microduct Optical Fibre Cable and OptoBlaze Multiport Service Terminal (MST) with Multi-splitter have been recognised with Honoree status at the 2024 Cabling Innovators Awards.
6.	ET Telecom Awards 2025! STL’s AI-Powered Fibre Optic Sensing (FOS) solution – Sensron has been honoured as the “Most Impactful IoT Solution of the Year” at the 4th Edition of the ET Telecom Awards 2025. This prestigious recognition marks a significant milestone in STL’s mission to revolutionize fibre optic sensing across diverse industries including Oil & Gas, Telecom, Defence, Mining, Data centres, and more—by delivering cutting-edge, real-world solutions.
7.	Exceed Occupational Health & Safety Platinum Award 2024 STL – Chhatrapati Sambhajinagar has been awarded the prestigious 17th EXCEED Occupational Health & Safety Platinum Award 2024 by the Sustainable Development Foundation (a unit of Ek Kaam Desh Ke Naam).

Other Information

1. Reasons of loss or inadequate profits:

The market downturn that continued from the previous financial year into the first two quarters has been a primary factor affecting our profits. Additionally, ongoing geopolitical issues have disrupted supply chains and dampened overall market sentiment, further impacting our profitability.

2. Steps taken or proposed to be taken for improvement:

Most of our customers are reporting inventory digestion, and we expect order volumes to pick up in the coming quarters. Over the past year, we have streamlined costs and operations, and we anticipate that these measures will positively impact our performance going forward. The Company has taken various initiatives, to maintain & further improve market share along with financial performance. It has been aggressively pursuing and implementing its strategies to reduce costs and improve cash flows and launch new products.

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Following factors/steps are contributing to further improvements in this regard:

- Presence established in all key demand markets
- Sales & supply chain readiness to ensure demand growth from the US market, specific European countries and India.
- Focus on government programs such as BEAD, BharatNet etc.
- Production capacity for growth - Operations ready.
- Driving enhanced customer focus and co-developing customized products/solutions
- In roads in complementary Optical Interconnect (OI) space and Data Center (DC). Appropriate focus on industry first solutions and business growth - in OI as well as DC.
- Focus on our priorities on cost and cash.
- Debt reduction via QIP leading to lower interest costs and focus on Cash generation enabled reduction of Net debt during FY25.
- Implementation of the demerger scheme to separate the Global Service Business of the Company into distinct business units, thereby allowing for the creation of independent management structures tailored to the specific needs of each business segment reducing cost burden on a single segment.

3. Expected increase in productivity and profits in measurable terms:

We anticipate an increase in productivity and profitability driven by our focus on new product development (NPD) and exploring emerging sectors such as AI-led data center (DC) growth. We also have strong customer relationships worldwide with telcos and 5G/FTTH players.

By investing in cutting-edge solutions and expanding our offerings to cater to high-growth sectors, we expect to see a measurable improvement in operational efficiency.

By order of the Board of Directors
of **Sterlite Technologies Limited**

Mrunal Asawadekar
Company Secretary & Compliance Officer
(ACS 24346)

4th Floor, Godrej Millennium,
Koregaon 9, STS 12/1, Pune 411001.

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING

- i. 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, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The members who have cast their vote by remote e-voting may also attend the Meeting through VC/OAVM but shall not be entitled to cast their vote again at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- v. The manner of voting remotely by members holding shares in dematerialised mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below.

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

- Commencement of remote e-voting: 10:00 a.m. on Saturday, August 16, 2025
- End of remote e-voting: 5:00 p.m. on Tuesday, August 19, 2025

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

- vi. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being Wednesday, August 13, 2025 ("Cut-off date"). A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. August 13, 2025 only shall be entitled to avail the facility of remote e-voting/e-voting during the meeting.
- vii. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he/she is already registered with KFinTech for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.
- viii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode"
- ix. The Board of Directors has appointed Mr. B Narasimhan, Proprietor BN & Associates, Practicing Company Secretary (Membership No. FCS 1303 and Certificate of Practice No. 10440) or failing him, Mr. Venkataraman K, Practicing Company Secretary (Membership No. ACS 8897 and Certificate of Practice No. 12459) as a Scrutinizer to scrutinize the remote e-voting and Insta Poll process in a fair and transparent manner.
- x. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorised by him, who shall countersign the same. The scrutinizer shall submit his report to the Chairman or a person authorised by him in writing, who shall declare the result of the voting. The result of e-voting will be declared within two working days of the conclusion of the AGM and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company: www.stl.tech and on the website of KFin at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the stock exchanges.
- xi. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the Resolutions.

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INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING:

The details of the process and manner for remote e-Voting and AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. User already registered for IDeAS facility: I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services I. To register click on link: https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1. 3. Alternatively by directly accessing the e-Voting website of NSDL I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing user who have opted for Easi/Easiest I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login OR URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV.The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest Option to register is available at https://web.cdslindia.com/myeasitoken/home/login OR URL: www.cdslindia.com Proceed with completing the required fields. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. II. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. V. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option.Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Details on Step 2 are mentioned below:

i. Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- After entering these details appropriately, click on "LOGIN".
- You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- You need to login again with the new credentials.

- On successful login, the system will prompt you to select the "EVEN" i.e., "8990- AGM" and click on "Submit"
- On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- You may then cast your vote by selecting an appropriate option and click on "Submit".
- A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised

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representative(s), to the Scrutinizer at email id narasimhan.b8@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and

Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

- After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

ii. Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- Facility for joining AGM through VC/OAVM shall open atleast 30 minutes before the commencement of the Meeting.
- Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their name, demat account number/folio number, email id. Questions/queries received by the Company from August 6, 2025 till August 8, 2025 shall only be considered and responded during the AGM.
- The Members who have not cast their vote

through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC/OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the Twenty Sixth AGM through VC/OAVM.

OTHER INSTRUCTIONS

I. Speaker Registration:

The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfin. On successful login, select 'Speaker Registration' which will be opened from Friday, August 15, 2025 till Sunday, August 17, 2025.

The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM as appropriate for smooth conduct of the AGM.

II. Post your Question:

The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from Friday, August 15, 2025 to Sunday, August 17, 2025.

- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Mr. Anandan, at evoting@kfintech.com or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.

- IV. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on August 13, 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

- V. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.