

NOTICE

NOTICE is hereby given that the 9th Annual General Meeting ("AGM") of Kohima-Mariani Transmission Limited will be held at a shorter notice on Monday, 24 June 2024, at 10:15 a.m. at the Corporate Office of the Company at 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31 March 2024 and the Reports of the Board of Directors and Auditors thereon and to pass the following Ordinary resolution in this regard, with or without modification(s):

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31 March 2024 and the Reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby considered and adopted."

2. To appoint a Director in place of Ms. Sudipta Ghosh (DIN: 08785135), who retires by rotation and being eligible, offers herself for re-appointment and to pass the following Ordinary resolution in this regard, with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Sudipta Ghosh (DIN: 08785135), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

3. To ratify the remuneration of Cost Auditors for the financial year ending 31 March 2025, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Companies (Cost Records and Audit) Rules, 2014, and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the remuneration of INR 0.063 Mn. (Rupees Sixty Three Thousand only) and such applicable taxes and out-of-pocket expenses as may be incurred during the course of the audit, payable to M/s. Kiran J. Mehta & Co., Cost Accountants in practice (Firm Registration No. 000025) to conduct the audit of the cost records of the Company for the financial year ending 31 March 2025, as approved by the Board of Directors of the Company, be and is hereby ratified and confirmed."

Kohima-Mariani Transmission Limited (An Apraava Energy Company)

Corporate Office:

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T: +91 22 6758 8888 **F:** +91 22 6758 8811/8833

W: www.apraava.com

Registered Office:

Unit No. T-15 A, Salcon Ras Vilas,
3rd floor, Plot no D-1 Saket District Centre,
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CIN No.: U40102DL2016PLC403233

4. To consider and approve advancing an unsecured rupee loan repayable on demand aggregating upto INR 5,000,000,000 (Rupees Five Billion only) to Apraava Energy Private Limited, the holding company, being a company in which a Director is interested and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 185 of the Companies Act, 2013 and Rules made thereunder (the "Act") (including any statutory modification(s) or re-enactment(s), thereof, for time being in force) or other applicable laws for the time being in force, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee thereof) to advance an unsecured rupee loan aggregating upto INR 5,000,000,000 (Rupees Five Billion Only) to Apraava Energy Private Limited ("Apraava Energy"/ "Borrower"), the holding company (the "Loan"), on the terms and conditions as may be mutually agreed between the Company and Apraava Energy and as detailed in the Explanatory Statement annexed to this Resolution and provided that such Loan is utilised by Apraava Energy for its principal business activities;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, desirable or expedient and in the best interest of the Company in connection therewith and incidental thereto, including but not limited to negotiate, finalise, approve, decide, vary or modify the terms and conditions of the aforesaid Loan, without being required to seek any further consent or approval of the Members of the Company, to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By order of the Board of Directors
of Kohima-Mariani Transmission Limited



Sanjeev Sharma
Chief Financial Officer & Company Secretary
Membership No. A41265

Date: 29 May 2024

Place: Mumbai

Registered Office:

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Saket District Centre, Saket, New Delhi 110 017

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in aggregate not more than 10 (Ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (Ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The instrument appointing proxy in order to be effective must be deposited at the Registered Office of the Company not less than 48 (Forty-Eight) hours before commencement of this AGM of the Company.
3. The Company has received written consent in accordance with the requirements of proviso to Section 96(2) of the Companies Act, 2013 (the "Act") to hold the Annual General Meeting of the Company in Mumbai, in the state of Maharashtra in India, instead of the city, town or village where the Company's registered office is situated.
4. A statement setting out the material facts relating to the item of Special Business to be pursuant to Section 102 of the Act is enclosed.
5. Additional information pursuant to Secretarial Standard on General Meetings ("SS-2") i.e. Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and other requisite details, in respect of Ms. Sudipta Ghosh seeking reappointment at the AGM, is annexed to the Explanatory Statement.
6. The number and dates of Meetings of the Board and Committees held during the financial year 2023-24, indicating the number of meetings attended by the Directors, is given elsewhere in the Annual Report.
7. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the AGM.
8. All documents specifically stated to be open for inspection in the Explanatory Statement, if any, are open for inspection at the Registered Office and Corporate Office of the Company during the business hours on all working days up to the date of the AGM. Such documents shall also be available for inspection at the venue till the conclusion of the AGM.
9. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.

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ANNEXURE TO THE NOTICE

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

Item No. 3

The Board of Directors of the Company (the "Board") had approved the appointment of M/s. Kiran J. Mehta & Co., Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31 March 2024.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be approved by the Board and subsequently be ratified by the Members of the Company. The Board has approved a remuneration of INR 0.063 Mn. (Rupees Sixty-Three Thousand only) for the financial year ending 31 March 2025. Accordingly, ratification by the Members is sought to the remuneration payable to the Cost Auditors for the financial year ending 31 March 2025, by passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

The Board commends the aforesaid Resolution set out at Item No. 4 of the Notice as an Ordinary resolution for approval by the Members. None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 3 of the Notice.

Item No. 4

Apraava Energy Private Limited ("Apraava Energy"), the holding company, is in requirement of funds for utilizing, for its principal business activities including pursuit of its aggressive growth plan and accordingly, it is proposed to advance an unsecured rupee loan repayable on demand aggregating upto INR 5,000,000,000 (Rupee Five Billion Only) to Apraava Energy (the "Loan").

In terms of the Section 185(2) of the Companies Act, 2013 (the "Act") and the Rules made thereunder, as amended from time to time, no company can advance any loan (including any loan represented by a book debt) or give any guarantee / provide any security in connection with any loan taken by any person in which a director of the company is interested, which *inter alia*, includes a private company in which a director of the lending company is also a director or member, except by seeking approval of the Members of the Company be obtained by way of a Special Resolution and certain requisite disclosures are made in the Explanatory Statement.

Mr. Rajiv Ranjan Mishra, Director of the Company, is also the Managing Director of Apraava Energy and pursuant to the same, the proposed transaction would be covered under the ambit of the aforementioned provisions of the Act and the aforesaid conditions will have to be complied with by the lending company viz., obtaining approval of the Members of the Company by way of

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a special resolution passed at a duly convened general meeting and the Loan being utilised by the borrowing company for its principal business activities.

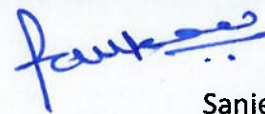
The full particulars viz., the terms and conditions of the proposed Loan, in accordance with the proviso to Section 185(2)(a) of the Act, are, as under:

Sr. No.	Particulars	Terms
i)	Lender	Kohima-Mariani Transmission Limited
ii)	Borrower	Apraava Energy
iii)	Nature of Loan	Unsecured Rupee Loan repayable on demand
iv)	Amount (in INR)	Upto INR 5,000 Mn. (Rupees Five Billion Only)
v)	Interest Rate	- As may be mutually decided between the Lender and Borrower. - The Borrower shall have the right to prepay the whole or part of the Loan, at any time before the principal repayment date, by providing Three (3) days prior written notice to the Lender, without payment of any prepayment premium.
vi)	Security	Unsecured Rupee loan
vii)	Purpose of Loan	Utilisation towards principal business activities
viii)	Payment	The principal and other charges, if any, as may be agreed shall be payable by the Borrower to the Lender, only after meeting the interest and principal payment which are due from the Borrower to the senior lender(s), if any, for that period.

Approval of the Members is sought by way of a Special Resolution for advancing the said Loan by the Company to Apraava Energy. The Board commends the aforesaid resolution set out at item no. 1 of the Notice as a Special Resolution for approval by the Members of the Company.

None of the Directors of the Company or their relatives, except Mr. Mishra to the extent of his directorship in Apraava Energy, are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the Notice.

By order of the Board of Directors
of Kohima-Mariani Transmission Limited

Sanjeev Sharma
Chief Financial Officer & Company Secretary
Membership No. A41265

Date: 29 May 2024

Place: Mumbai

Registered Office:

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Additional information of the Director seeking re-appointment is, as under:

Sr. No.	Particulars	Disclosure
1.	Name	Ms. Sudipta Ghosh (DIN: 08785135)
2.	Age	43
3.	Qualification	LLM from University of London and is the Member of Bar Council of Delhi and a Solicitor in England and Wales.
4.	Experience	Ms. Sudipta Ghosh has been associated with Apraava Group since 2009 and as the General Counsel of the Company, she is responsible for advising the Company on various legal aspects of setting up conventional and renewable projects in India. In the energy sector, her experience includes advising, drafting and negotiating project documents, offtake agreements and execution of both conventional and non-conventional power projects in India. Prior to joining Apraava Group, Ms. Ghosh has worked with two prestigious laws firms in India – Trilegal and Amarchand Mangaldas (now Cyril Amarchand) and has handled various domestic and international financing for infrastructure projects including the financing for various Power Projects and Airports. Sudipta has varied experience in project financing.
5.	Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Ms. Ghosh is proposed to be appointed as a Non-Executive Non-Independent Director. Last drawn remuneration as a Director: Nil Remuneration proposed to be paid as a Director: Nil
6.	Date of first appointment	20 December 2021
7.	Shareholding in Company	100 Share as a nominee of Apraava Energy Private Limited, the holding company.
8.	Relationship with any other Director(s) / Key Managerial Personnel of the Company	None

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Sr. No.	Particulars	Disclosure
9.	Number of Meetings of the Board attended during the year 2023-24.	Mr. Ghosh attended all five Meetings of the Board held in FY 2023-24.
10.	Other Directorships / Membership / Chairmanship of Committees of other Boards (other than those of Kohima-Mariani Transmission Limited) *	<u>Board Memberships:</u> 1. Apraava Smart Meter Private Limited; 2. Apraava Paschim Smart Meter Private Limited; 3. Apraava Kutch-Saurashtra Smart Meter Private Limited; 4. Apraava Kolkata Smart Meter Private Limited; 5. Apraava Shimla Smart Meter Private Limited; 6. Apraava Wind Energy (Theni - Project II) Private Limited; 7. Kohima-Mariani Transmission Limited; 8. Apraava Renewable Energy Private Limited; 9. Cleansolar Renewable Energy Private Limited; 10. Divine Solren Private Limited. <u>Committee Memberships:</u> i. Member of Corporate Social Responsibility Committee and Finance & Treasury Committee of Apraava Renewable Energy Private Limited; ii. Member of Corporate Social Responsibility Committee of Apraava Wind Energy (Khandke) Private Limited.

* Directorship includes Directorships of Public and Private Companies and Committee membership includes only Board constituted Committees.

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FORM NO. MGT. 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U40102DL2016PLC403233

Name of the company: Kohima-Mariani Transmission Limited

Registered office: Unit No. T-15 A, Salcon Ras Vilas, 3rd Floor, Plot No. D-1, Saket District Centre, Saket, New Delhi 110 017

Name of the member: _____

Registered address: _____

E-mail Id: _____

Folio No/Client Id: _____

DP ID: _____

I / We, being Member(s) of _____ equity share of the above-named company, hereby appoint

1. **Name:**
Address:
E-mail Id:
Signature: _____ . or failing him

2. **Name:**
Address:
E-mail Id:
Signature: _____ . or failing him

3. **Name:**
Address:
E-mail Id:
Signature: _____ . or failing him

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as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 9th Annual General Meeting of the Company, to be held at a shorter notice on Monday, 24 June 2024, at 10:15 a.m. at the Corporate Office of the Company at 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099 and at any adjournment thereof in respect of such resolution, as indicated below:

Sr. No.	Resolution	For	Against
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31 March 2024 and the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Ms. Sudipta Ghosh (DIN: 07875135), who retires by rotation and being eligible, offers herself for re-appointment.		
3.	To ratify the remuneration of Cost Auditors for the financial year ending 31 March 2025.		
4.	To consider and approve advancing an unsecured rupee loan repayable on demand aggregating upto INR 5,000,000,000 (Rupees Five Billion only) to Apraava Energy Private Limited, the holding company, being a company in which a Director is interested.		

Signed this ____ day of _____ 2024

Signature of shareholder:

Signature of Proxy holder(s):

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

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9th Annual General Meeting of Kohima-Mariani Transmission Limited
held at a shorter notice on Monday, 24 June 2024, at 10:15 a.m.

Registered Folio No. /DP & Client ID No.	:
Name of Shareholder / Authorised Representative	:
Name of Joint holder(s) if any	:
Registered Address	:
No. of. Shares held	:

I/We certify that I/We am/are Member(s)/proxy for the Member(s) of the Company.

I/We hereby record my/our presence at the 9th Annual General Meeting of the Company being held at a shorter notice on Monday, 24 June 2024, at 10:15 a.m. at 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099.

Signature of First holder/Proxy/Authorized Representative

Signature of Joint holder(s), if any

Date:

Place:

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**ROUTE MAP FROM INTERNATIONAL AIRPORT, MUMBAI
TO THE CORPORATE OFFICE OF THE COMPANY**



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