

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting 01/2025-26 ("EGM 01/2025-26") of Kohima-Mariani Transmission Limited ("KMTL" / the "Company") will be held at a shorter notice on Thursday, 04 September 2025, at 02:30 p.m. at the Corporate Office of the Company in the Conference Room 'Universe', 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099, to transact the following special business:

1. To consider and approve the appointment and terms of remuneration of Mr. Siddhartha Ghosh as the Manager of the Company and in this regard to consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

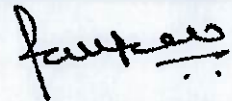
"RESOLVED THAT pursuant to the provisions of Sections 2(51), 196, 197 and 203 of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions, if any, and such other approvals, sanctions and permissions, if any and to the extent required, consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Siddhartha Ghosh as the Manager of the Company for a term of upto 3 (three) years commencing from 12 August 2025 and concluding on 11 August 2028, and consequently as the Key Managerial Personnel, to perform such functions as may be required under the Act and the applicable Rules thereunder, on the terms and conditions, including remuneration, as set out in the Explanatory Statement annexed hereto;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to modify and amend the terms and conditions of the appointment, including remuneration from time to time, as they may deem fit and take all such steps to engage counsels, professionals, if required for certification of necessary forms, filing necessary forms, statements, intimations, letters and such other papers and for the purpose sign and execute forms, declarations, returns, letters, update the statutory registers of the Company and to do all such acts, deeds, matters and things as it may deem necessary, proper and expedient to give effect to this resolution."

Date: 28 August 2025
Place: Mumbai



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



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



Kohima-Mariani Transmission Limited (An Apraava Energy Company)

Corporate Office:
7th Floor, Fulcrum, Sahar Road,
Andheri (East), Mumbai 400 099
T: +91 22 6758 8888 | F: +91 22 6758 8811/8833
W: www.apraava.com

Registered Office:
Unit No. T-15 A, Salcon Rasvillas,
3rd floor, Plot no D-1 Saket District Centre,
Saket, New Delhi, 110 017
T: +91 11 4302 5608
CIN No.: U40102DL2016PLC403233

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING ("EGM") 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 EGM of the Company.
3. This EGM is being convened and held at a shorter notice than the statutory required minimum of twenty-one clear days. Pursuant to proviso to Section 101(1) of the Act, an EGM may be called after giving a shorter notice, if consent is given in writing or by electronic mode by not less than ninety-five percent of the members entitled to vote thereat. The Company has accordingly received the consents from all its Members to hold the EGM at a shorter notice.
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. 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 EGM.
6. 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 EGM. Such documents shall also be available for inspection at the venue till the conclusion of the EGM.
7. 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. 1

The Members are hereby informed that the Board of Directors of the Company (the "Board"), at its Meeting held on 12 August 2025, *inter alia*, approved the appointment of Mr. Siddhartha Ghosh as the Manager of the Company for a term of upto 03 (three) years commencing from 12 August 2025 and concluding on 11 August 2028 , and consequently as the Key Managerial Personnel, subject to the approval of the Members of the Company.

As required under clause 1.2.5. of Secretarial Standard 2 – General Meetings, a brief profile of Mr. Ghosh, including names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, is provided as an Annexure to the Notice.

The proposed terms and conditions governing the appointment of Mr. Ghosh are, as under:

A.	Basic Salary: Basic Salary of INR 33,16,484 per annum and subsequent increments, as may be determined by the Nomination & Remuneration Committee ("NRC") of the Company, from time to time, will become due on 01 st April of each year.
B.	Special Allowance An amount of Special Allowance of INR 6,50,264
C.	Variable Pay A target variable amount of INR 1,658,242 per annum
D.	Perquisites / Benefits / Allowances (i) Contribution to Provident Fund (INR 3,97,978 and Gratuity: INR 1,59,523) - Contribution to Provident Fund as per the Employees' Provident Funds and Miscellaneous Provisions Act, 1952. - Gratuity payment as per the Payment of Gratuity Act, 1972. (ii) Other Perquisites/ Allowances: - Leave Travel Allowance of INR 85,000 per annum. - Car Allowance of 4,25,000 per annum. - Petrol Reimbursement of INR 1,00,000 per annum. - House Rent Allowance of INR 16,58,242 per annum.



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	• Medical Insurance, Accident Insurance and Term Life cover for self as per policy- INR 98,464 • Medical Budget of INR 1,50,000 per annum for expenses not covered by Medical Insurance. The NRC will decide the increment for the amounts specified in Item No. A, B, C & D above. Subsequent increment will become due on 01st April every year and the NRC will decide the increment of the amounts specified in Item No. A, B, C & D above and drawn in the immediate previous year, subject to the limits specified under the Act read with Rules made thereunder.
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The Directors commend the aforesaid resolution for the approval of the Members as an Ordinary Resolution.

Except Mr. Ghosh, being the appointee, none of the Promoters, Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Date: 28 August 2025
Place: Mumbai



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

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

Registered Office:
T-15 A, Salcon Ras Vilas, 3rd floor, Plot no. D-1
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Kohima-Mariani Transmission Limited (An Aprava Energy Company)

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Other details of Director seeking appointment / continuation are, as under:

Sr. No.	Particulars	Disclosure
1.	Name	Mr. Siddhartha Ghosh
2.	Age	20 May 1976
3.	Qualification	Mr. Ghosh holds a degree in engineering from the University of Calcutta with a Post Graduate Diploma in Management (PGDM)(Executive) from Indian Institute of Management (IIM) Rohtak.
4.	Experience and brief profile	Mr. Ghosh has over 25 years of experience in areas such as operational excellence, digitalisation, asset integrity, and engineering in power generation and transmission. He began his career with NTPC Limited and has been associated with the Apraava Energy Group since 2010, holding leadership roles, including as Head of Production at Jhajjar Power Limited, wholly owned subsidiary. He currently oversees the operations of the Group's transmission assets.
5.	Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	As per the resolution passed by the Board of Directors of the Company (the "Board") at its Meeting held on 12 August 2024 and minuted at item no. 08 of the Minutes of the said Meeting, Mr. Ghosh is proposed to be appointed as a Manager for a period of upto 5 (five) years, commencing from 12 August 2025 and concluding on 11 August 2028. Last drawn remuneration (as a Manager): Nil Remuneration proposed to be paid: As per explanatory statement
6.	Date of first appointment	12/08/2025
7.	Shareholding in Company	Nil
8.	Relationship with any other Director(s) / Key Managerial Personnel of the Company	None



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9.	Number of Meetings of the Board attended during the year	Not Applicable
10.	Other Directorships / Membership / Chairmanship of Committees of other Boards* (other than those of Kohima-Mariani Transmission Limited)	Not Applicable



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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: 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

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting 01/2025-26 of the Company, to be held at a shorter notice on Thursday, 04 September 2025, at 02:30 p.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:



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Sr. No.	Resolution	For	Against
1.	To consider and approve the appointment and terms of remuneration of Mr. Siddhartha Ghosh as the Manager of the Company.		

Signed this ____ day of ____ 2025

Signature of shareholder:

Affix
Revenue
Stamp

Signature of Proxy holder(s):

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.



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ATTENDANCE SLIP

Extraordinary General Meeting 01/2025-26 of Kohima-Mariani Transmission Limited
held at a shorter notice on Thursday, 04 September 2025, at 02:30 p.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 Extraordinary General Meeting 01/2025-26 of the Company being held at a shorter notice on Thursday, 04 September 2025, at 02:30 p.m. at 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099.

Signature of First holder/Proxy/Authorised 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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