

NOTICE

NOTICE is hereby given that Extraordinary General Meeting 01/2024-25 ("**EGM 01/2024-25**") of Kohima-Mariani Transmission Limited ("**KMTL**" / the "**Company**") will be held at a shorter notice on Wednesday, 14 August 2024, at 10:00 a.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 businesses:

1. **To consider and approve the appointment of Mr. Neeraj Khandekar (DIN: 10235386) as a Director of the Company, 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 Sections 152 and 161 of the Companies Act, 2013 (the "**Act**"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and all other applicable provisions, if any, Mr. Neeraj Khandekar (DIN: 10235386), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 01 August 2024, being eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation;*

***RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to 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."*

2. **To consider and approve the appointment of Mr. Neeraj Khandekar (DIN: 10235386) as a Whole-time Director of the Company, 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** on recommendation of the Nomination & Remuneration Committee of the Board of Directors of the Company and pursuant to provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (the "**Act**"), Schedule V thereof, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and all other applicable provisions, if any, Mr. Neeraj Khandekar (DIN: 10235386),*

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 Ras Vilas,
3rd floor, Plot no D-1 Saket District Centre,
Saket, New Delhi, 110 017

T: +91 11 6612 0700 **F:** +91 11 6612 0777

CIN No.: U40102DL2016PLC403233

be and is hereby appointed as a Whole-time Director of the Company, not liable to retire by rotation, for a period of one year commencing from 01 August 2024 up to 31 July 2025, on the terms and conditions, including remuneration, as set out in the Explanatory Statement annexed hereto;

RESOLVED FURTHER THAT *in the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Whole-time Director shall be paid the remuneration, as set out in the Explanatory Statement annexed hereto, as the minimum remuneration, subject to the ceiling specified in Schedule V to the Act, from time to time, in accordance with the provisions of the Act*

RESOLVED FURTHER THAT *the Board of the Directors of the Company (including any Committee thereof) be and is hereby authorised to modify and amend the terms and conditions of appointment, including remuneration, from time to time, as they may deem fit and take all such steps in this regard, including signing such required agreements, documents etc., as well as engage professionals, counsels, if required, for certification and filing of necessary forms, 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 in general, to do all such acts, deeds, matters and things as it may deem necessary, proper and expedient to give effect to this resolution."*

3. **To consider and approve amendments to the Articles of Association of the Company, 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 the provisions of Sections 5 and 14 of the Companies Act, 2013 (the "Act") read with Rules made thereunder and other applicable provisions, if any, of the Act and such other approvals and permissions, if any and to the extent required, the existing set of regulations of the Articles of Association of the Company be and are hereby substituted with the new set of regulations of the Articles of Association, as circulated along with this Resolution, and that the said new set of regulations of the Articles of Association, be and are hereby approved and adopted as the new set of regulations of the Articles of Association of the Company;*

RESOLVED FURTHER THAT *the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this resolution and for matters*

connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard."

Date: 12 August 2024
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:
Unit No. T-15 A, Salcon Ras Vilas, 3rd floor, Plot No. D-1
Saket District Centre, Saket, New Delhi 110 017

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.
8. A route map to the venue of the EGM is also annexed to this Notice, alongwith a Proxy Form and Attendance Slip.

ANNEXURE TO THE NOTICE

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

Item Nos. 1 & 2

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the "Act") read with the Rules made thereunder and the Articles of Association of the Company and on recommendation of the Nomination & Remuneration Committee of the Board of Directors of the Company (the "Board"), Mr. Neeraj Khandekar (DIN: 10235386) was appointed by the Board as an Additional Director of the Company, with effect from 01 August 2024. The Board also approved the appointment of Mr. Khandekar as a Whole-time Director and consequently as a Key Managerial Personnel of the Company, for a period of one year commencing from 01 August 2024 up to 31 July 2025, subject to the approval of Members of the Company.

A brief profile of Mr. Khandekar, is as under:

Mr. Neeraj Khandekar has been associated with Apraava Energy Group Since 2009 and is currently responsible for business & project development in Power Transmission and distribution sector. He has an experience of over two decades in the entire value chain of the power sector. He has worked with various organizations from govt. owned power distribution utility to construction conglomerate Larsen & Toubro before joining the Apraava Energy Group. He is also a Director on the Boards of certain transmission and wind companies of within the Apraava Energy Group.

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

A.	Basic Salary: Basic Salary of INR 42,03,299 (Rupees Forty-Two Lakh Three Thousand Two Hundred and Ninety-Nine Only) per annum and subsequent increments, as may be determined by the Nomination & Remuneration Committee ("NRC") of the Board of Directors 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 18,98,903 (Rupees Eighteen Lakh Ninety-Eight Thousand Nine Hundred and Three Only).
C.	Variable Pay (i) An amount of annual incentive at a target of INR 23,47,309 (Rupees Twenty-Three Lakh Forty-Seven Thousand Three Hundred and Nine Only) per annum. (ii) A long-term incentive ("LTI") at a target of INR 25,21,979 (Rupees Twenty-Five Lakh Twenty-One Thousand Nine Hundred and Seventy-Nine Only) per annum. (with effect from 01 January 2024).

D.	Perquisites / Benefits / Allowances
	(i) Contribution to Provident Fund ("PF") and Gratuity: • Contribution to PF 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 1,00,000 (Rupees One Lakh Only) per annum. • Car Allowance of INR 5,00,000 (Rupees Five Lakh Only) per annum. • House Rent Allowance of INR 12,00,000 (Rupees Twelve Lakh) per annum • If the Whole-time Director opts for the employer facilitated National Pension Scheme ("NPS"), Special Allowance will be reduced by 10% of Basic Salary (or actual Special Allowance received, whichever is lower) as contribution to the NPS account. • Employee Insurance Policies include Group Medclaim, Group Personal Accident and Group Term Life Insurance Policy. • Petrol and driver expenses of a company-leased car or personal car used for business purposes to be reimbursed at actuals. The NRC will decide the increment for the amounts specified in Item Nos. A, B, C & D above. Subsequent increments and entitlements will become due on 01st April every year and the NRC will decide the quantum of the amounts specified in Item Nos. A, B, C & D above, subject to the limits specified under the Act read with Rules made thereunder.

The Company has received a notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mr. Khandekar for the office of a Director of the Company.

Mr. Khandekar is not disqualified from being appointed as a Director under Section 164 of the Act and has given his consent to act as a Director. Further, Mr. Khandekar satisfies all the conditions as set out in Part I of Schedule V, as applicable, as also under Section 196 of the Act, for being eligible to be appointed as a Whole-Time Director of the Company. The terms and conditions of his appointment are fair and reasonable, and it would be in the interest of the Company to avail services of Mr. Khandekar as a Whole-Time Director. The above may be treated as written memorandum setting out the terms of appointment of Mr. Khandekar under Section 190 of the Act.

A brief profile of Mr. Khandekar and the additional information pursuant to the Secretarial Standard on General Meetings (i.e., SS-2) issued by the Institute of Company Secretaries of India and other requisite details, are annexed to this Explanatory Statement.

The Board commends the Ordinary resolutions at Item Nos. 1 and 2 of the accompanying Notice, for the approval of the Members of the Company.

Except Mr. Khandekar, none of the other Directors / Key Managerial Personnel or the Company / their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at item Nos. 1 and 2 of the Notice.

Item Nos. 3

The Company had allotted 27,500 8% Redeemable, Rated, Listed, Senior, Unsecured, Non-Convertible Debentures, aggregating INR 2,750 Mn. ("Debentures") on 16 July 2024, to ICICI Prudential Mutual Fund and Axis Mutual Fund (through their respective schemes) (the "**Debenture Holders**"). In accordance with the agreed terms for issuance of the Debentures read with Regulation 23(6) of the Securities & Exchange Board of India (Issue and Listing of Non-Convertible Securities), Regulations, 2021 (as amended from time to time), the Company is required to have an enabling provision in its Articles of Association ("**AoA**") for the appointment of a Nominee Director by the Debenture Trustees (acting for and on behalf of the Debenture Holders), in an Event of Default ("**EoD**"). In line with the aforesaid, the Company has also submitted an undertaking to this effect to BSE Limited, being the designated stock exchange where the Debentures are listed, confirming that the said compliance will be done in a period of 06 (six) months from the date of listing i.e., by 17 January 2025. Besides, as part of the conditions subsequent to the disbursal of the facility, the Company has been given a timeline of 17 September 2024, for compliance by the Debenture Trustee (for and on behalf of the Debenture Holders).

Accordingly, it is proposed to amend the AoA of the Company, *inter alia*, for inclusion of certain definitions arising from the Transaction Documents, Debenture Trust Deed and a specific right to Debenture Trustee (for and on behalf of the Debenture Holders) for appointing a Nominee Director in an EOD. The Company has received approval from the existing lenders / debenture trustees in this regard for the proposed amendments to the AoA.

The Board commends the Special resolution at Item No. 3 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors of the Company / Key Managerial Personnel or their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 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: 12 August 2024
Place: Mumbai

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

Sr. No.	Particulars	Disclosure
1.	Name	Mr. Neeraj Khandekar
2.	Age	49
3.	Qualification	B.E. (Electrical) from Jiwaji University, Gwalior, M.P. and PGDBM (Finance) from MDI, Gurgaon.
4.	Experience	Mr. Neeraj Khandekar has been associated with Apraava Energy Group Since 2009 and currently responsible for business & project development in Power Transmission and distribution sector. He has experience of over two decades in the entire value chain of the power sector. He has worked with various organizations from govt owned power distribution utility to construction conglomerate Larsen & Toubro before joining Apraava Energy.
5.	Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Mr. Khandekar is proposed to be appointed as a Whole-time Director. Last drawn remuneration as a Director: Nil Remuneration proposed to be paid as a Director: Kindly refer to the Explanatory Statement for further details in this regard.
6.	Date of first appointment	01 August 2024
7.	Shareholding in Company	Nil
8.	Relationship with any other Director(s) / Key Managerial Personnel of the Company	None
9.	Number of Meetings of the Board attended during the year 2024-25 till date	Mr. Khandekar has attended one (01) (out of 01) meeting held from the date of his first appointment.

Sr. No.	Particulars	Disclosure
10.	Other Directorships / Membership / Chairmanship of Committees of other Boards (other than those of Kohima-Mariani Transmission Limited)*	<u>Board Memberships:</u> i. Fatehgarh III Transmission Limited ii. Fatehgarh IV Transmission Limited iii. Karera Power Transmission Limited iv. Satpura Transco Private Limited v. Apraava Wind Energy (Khandke) Private Limited

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:

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 01/2024-25 of the Company, to be held at a shorter notice on Wednesday, 14 August 2024, at 10:00 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 consider and approve the appointment of Mr. Neeraj Khandekar (DIN: 10235386) as a Director of the Company.		
2.	To consider and approve the appointment of Mr. Neeraj Khandekar (DIN: 10235386) as a Whole-time Director of the Company.		
3.	To consider and approve amendments to the Articles of Association of the Company.		

Signed this ____ day of ____ 2024

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.

ATTENDANCE SLIP

**Extraordinary General Meeting 01/2024-25 of Kohima-Mariani Transmission Limited
held at a shorter notice on Wednesday, 14 August 2024, at 10:00 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 Extraordinary General Meeting 01/2024-25 of the Company being held at a shorter notice on Wednesday, 14 August 2024, at 10:00 a.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:



ROUTE MAP FROM INTERNATIONAL AIRPORT, MUMBAI

