

NOTICE

NOTICE is hereby given that the 10th Annual General Meeting ("AGM") of Kohima-Mariani Transmission Limited (the "**Company**") will be held on Friday, 27 June 2025, at 02:00 p.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 2025 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 2025 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 Mr. Rajiv Ranjan Mishra (DIN: 00131207), who retires by rotation and being eligible, offers himself 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, Mr. Rajiv Ranjan Mishra (DIN: 00131207), who retires by rotation at this Annual General Meeting and being eligible has offered himself 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 2026, 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 66,200 (Rupees Sixty Six Thousand Two Hundred 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

Kohima-Mariani Transmission Limited (An Apraava Energy Company)

Corporate Office:

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Andheri (East), Mumbai 400 099

T: +91 22 6758 8888

W: www.apraava.com

Registered Office:

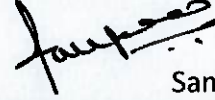
Unit No. T-15 A, Salcon Ras Vilas,
3rd floor, Plot no D-1 Saket District Centre,
Saket, New Delhi, 110 017

T: +91 11 4302 5608

CIN No.: U40102DL2016PLC403233

31 March 2026, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed."

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



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



Date: 23 May 2025
Place: Mumbai

Registered Office:

T-15 A, Salcon Ras Vilas, 3rd floor, Plot no. D-1
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 AGM 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 Mr. Rajiv Ranjan Mishra seeking re-appointment 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 2024-25, indicating the number of meetings attended by the Director seeking re-appointment, 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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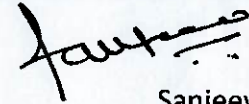
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 3**

The Board of Directors of the Company (the “Board”), on recommendation of the Audit Committee of the Board, have 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 2026.

In accordance with provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (as amended from time to time), the remuneration payable to the Cost Auditors is required to be recommended by the Audit Committee to the Board and be ratified subsequently by the Members of the Company. The Board has approved a remuneration of INR 66,200 (Rupees Sixty-Six Thousand Two Hundred only) for the financial year ending 31 March 2026, on recommendation of the Audit Committee of the Board. Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year ending 31 March 2026, by passing an Ordinary Resolution as set out at Item No. 3 of the Notice.

The Board commends the aforesaid resolution set out at Item No. 3 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.

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



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



Date: 23 May 2025
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	Mr. Rajiv Ranjan Mishra (DIN: 00131207)
2.	Age	59 years
3.	Qualification	Advanced Management Program Graduate from the Harvard Business School, Boston. He is an MBA from the Indian Institute of Management (IIM), Lucknow and completed his Bachelor's in Chemical Engineering from BIT, Sindri.
4.	Experience	Mr. Rajiv Ranjan Mishra has over three decades of experience in the power industry and was instrumental in setting up Apraava Energy in 2002. Under his leadership, Apraava Energy has grown from being a single asset company to a diversified forward-looking organisation with a presence in power generation (conventional and renewables), transmission and Advanced Metering Infrastructure. Mr. Mishra's experience, both in India and internationally, has been in project financing, investment appraisal, finance and accounting and general management. Before assuming the role of Managing Director of Apraava Energy, Mr. Mishra held a variety of global leadership positions in the power industry viz. Deputy Managing Director and Chief Financial Officer of BLC Power in Thailand, Finance Director of PowerGen India and Finance Director of LG Energy in Seoul, South Korea. Mr. Mishra serves as the Chairman of Association of Power Producers (APP) and the Co-Chairman of CII National Committee on Power and also CII National Committee of Climate Change, a council formed to strategise on implementation of the National Action Plan on Climate Change. Through these, he plays an active role in making representations on issues concerning companies in the Power Sector in India. In 2022, Mr. Mishra was named among the 'Top 50 Powerful Wind Leaders in India' by WindInsider Magazine.

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Sr. No.	Particulars	Disclosure
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. Mishra is proposed to be appointed as a Non-Executive 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 equity shares 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
9.	Number of Meetings of the Board attended during the year 2024-25.	Mr. Mishra attended four Meetings (out of five Meetings) in FY 2024-25.
10.	Other Directorships / Membership / Chairmanship of Committees of other Boards (other than those of Kohima-Mariani Transmission Limited) *	Board Memberships: 1. Apraava Energy Private Limited ("Apraava Energy") 2. Jhajjar Power Limited 3. Apraava Renewable Energy Private Limited ("Apraava Renewable") Committee Memberships: i. Corporate Social Responsibility & Sustainability Committee ("CSR&SC") of Jhajjar Power Limited ii. CSR&SC of Apraava Energy iii. CSR&SC of Apraava Renewable iv. Finance & Treasury Committee ("F&TC") of Apraava Energy v. F&TC of Apraava Renewable vi. Risk Management Committee of Apraava Energy

* 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 10th Annual General Meeting of the Company, to be held on Friday, 27 June 2025, at 02:00 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:

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 2025 and the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Rajiv Ranjan Mishra (DIN: 00131207), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To ratify the remuneration of Cost Auditors for the financial year ending 31 March 2026.		

Signed this ____ day of ____ 2025

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.

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ATTENDANCE SLIP

10th Annual General Meeting of Kohima-Mariani Transmission Limited

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 10th Annual General Meeting of the Company being held on Friday, 27 June 2025, at 02:00 p.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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