

Ref. No 9726/STCL/DT/2022-23

Date: 13<sup>th</sup> January 2023

To,

Debenture Holders,

**Sub: E-voting for the Bond Holders of Andhra Pradesh Power Finance Corporation Limited**

Sir /Madam,

We SBICAP Trustee Company Limited ("STCL") are acting as bond trustee for the bonds aggregating to Rs. 4678.7 crores issued by the Andhra Pradesh Power Finance Corporation Limited ("APPFC"/"ISSUER") bearing ISIN INE847E09029, INE847E08DK6, INE847E08DM2, INE847E08DO8, INE847E08DP5, INE847E08DQ3 and INE847E08DN0 vide Debenture Trust Deed Dated 05.01.2011, 27.01.2012, 30.03.2012, 16.10.2012 and 16.08.2012 read with the Modification Cum Accession Deed to Trust Deeds dated 13<sup>th</sup> June 2017 and Modification Cum Accession Agreement to Tripartite Agreements dated 24<sup>th</sup> November 2017.

Pursuant to the default in payment of interest made by the APPFC on 01<sup>st</sup> January 2023 to the bondholders and delay in payments on various due dates, failure to create the Recovery Expenses Fund and has non-submission of the Quarterly and Half Yearly Compliance, it is proposed to pass the Special Resolution on the items as mentioned in the draft Resolution enclosed for the bondholders of the APPFC through e-voting mechanism. Further, NOTICE is hereby given that an ISIN-wise virtual Meeting of the Holders of Unsecured, Redeemable, Non-Convertible Debentures/ Bonds is being convened on Monday, 25<sup>th</sup> January 2023 from 03:00 PM Onwards to a virtually facility to transact the business as mentioned in the draft resolution.

Further, you are requested to cast your vote on the resolution to be passed by the Bond Holders (instructions of e-voting are mentioned below for your ready reference). The vote shall be cast by way of an e-voting link provided by the NSDL as per the below instruction. Bondholders to ensure that they a valid power of attorney with them to authorise them for e-voting.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

**The remote e-voting period begins on 16.01.2023 at 10:00 A.M. and ends on 25.01.2023 at 07:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Bondholders, whose names appear in the recent Register of Members / Beneficial Owners as provided to us by the R&TA recently, may cast their vote electronically. The voting right of Bondholders shall be in proportion to their bond holding Andhra Pradesh Power Finance Corporation Limited as on the cut-off date, being 21.11.2022.**

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system****A) Login method for e-Voting for Individual bondholders holding bond in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Bondholders holding the Bonds in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Bondholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Bondholders holding Bonds in demat mode is given below:

| Type of shareholders                                          | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
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| Individual Bondholders holding Bonds in demat mode with NSDL. | <ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Bondholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> |

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|                                                                                                  | <p><b>NSDL Mobile App is available on</b></p> <p>  <b>App Store</b>  <b>Google Play</b> </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Individual Bondholders holding the Bonds in demat mode with CDSL                                 | <ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol> |
| Individual Bondholders (holding Bonds in demat mode) login through their depository participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

| Login type                                                   | Helpdesk details                                                                                                                                                                                                               |
|--------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Bondholders holding Bonds in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30             |
| Individual Bondholders holding Bonds in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43 |

Thanks & Regards,

Jatin Bhat

Group Head – DT Legal & Compliance