



SPECTRUM TALENT MANAGEMENT LTD.

(Formerly known as Spectrum Talent Management Private Limited)

Date: August 12, 2026

To,

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,

Bandra Kurla Complex, Bandra (E),

Mumbai – 400 051

Symbol: SPECTSTM

ISIN: INE00L001018

Sub: Outcome of Board Meeting held on August 12, 2026 pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of the SEBI Listing Regulations, we wish to inform you that the Board of Directors of the Company at its meeting held today, i.e., **Wednesday, August 12, 2026**, inter-alia, considered and approved the following key matters:

1. Resignation of Non-Executive Director

- Taken on record the resignation of **Mr. Rajesh Gupta (DIN: 00295396)** as a Non-Executive Director of the Company with effect from the close of business hours on **August 12, 2026**.
- The detailed disclosure as required under Regulation 30 read with Clause 7B of Part A of Schedule III of the SEBI Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 is enclosed herewith as **Annexure A**.

2. Noting of Cancellation of Convertible Warrants & Forfeiture of Upfront Subscription Money

- The Board took note of the lapse, cancellation, and forfeiture of **15,00,000 (Fifteen Lakhs)** fully convertible share warrants and the 25% upfront subscription money aggregating to **Rs. 6,18,75,000/- (Rupees Six Crore Eighteen Lakh Seventy-Five Thousand Only)** due to non-exercise of conversion options within the statutory period of 18 months under SEBI (ICDR) Regulations, 2018.

*Note: The detailed disclosure as required under Regulation 30 of the SEBI Listing Regulations for the aforesaid cancellation and forfeiture was previously submitted to the Stock Exchange on **July 31, 2026**.*

PAN NO-AARCS4776M, CIN NO-L51100DL2012PLC235573

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3. Re-appointment & Terms Variation of Directors (Retire by Rotation)

Based on the recommendations of the Nomination and Remuneration Committee, the Board recommended for the approval of the shareholders at the ensuing 14th Annual General Meeting (AGM):

- **Re-appointment:** Re-appointment of **Mr. Rajeev Agarwal (DIN: 00107401)**, Director, who retires by rotation and being eligible, offers himself for re-appointment.
- **Variation in Terms:** Variation in the terms of appointment, effective from August 12, 2026, subject to approval of the Shareholders in the ensuing 14th AGM, of the following Executive Directors to make them liable to retire by rotation pursuant to Section 152 of the Companies Act, 2013, without altering their executive tenure or remuneration:
 1. **Mr. Sidharth Agarwal (DIN: 05213023)**, Whole-Time Director & CFO
 2. **Mr. Vidur Gupta (DIN: 05213073)**, Managing Director
- Disclosures required under SEBI Circular dated July 13, 2023 read with BSE Circular LIST/COMP/14/2018-19 and NSE Circular NSE/CML/2018/24 dated June 20, 2018 are enclosed as **Annexure B**.

4. Amendments to Articles of Association (AoA)

Recommended to the shareholders for approval at the ensuing 14th AGM, amendment to the Articles of Association (AoA) of the Company:

- **Amendment to Article 55:** Updating provisions relating to the retirement of Directors by rotation.
- **Insertion of Article 20A:** Enabling provisions for Employee Stock Option Schemes (ESOP) and creation/administration of Trust structure.
- Summary of proposed amendments is enclosed as **Annexure C**.

5. Reconstitution of Stakeholders Relationship Committee

Approved the reconstitution of the Stakeholders Relationship Committee of the Board of Directors with effect from August 13, 2026, as detailed below:

Sr. No.	Name of the Member	Designation in Committee	Nature of Directorship
1.	Mr. Rajeev Agarwal	Chairman	Non-Executive Director
2.	Mr. Suresh Kumar Mehra	Member	Independent Director

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Sr. No.	Name of the Member	Designation in Committee	Nature of Directorship
3.	Mr. Vidur Gupta	Member	Managing Director

6. Details of 14th Annual General Meeting & Book Closure

- The **14th AGM** of the Company will be held on **September 17, 2026** through Video Conferencing / Other Audio Visual Means (VC/OAVM).
- The Register of Members and Share Transfer Books will remain closed from **September 11, 2026** to **September 17, 2026** (both days inclusive) for the purpose of the 14th AGM. *(Formal intimation under Regulation 42 shall be filed separately)*

The Board Meeting commenced at **6:31pm** and concluded at **7:00pm**.

Kindly take the above information on record.

Thanking You,

Yours faithfully,

For Spectrum Talent Management Limited

(Alok Pandey)

Company Secretary & Compliance Officer

Membership No.: A50276

Encl.: As above

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ANNEXURE A

Disclosures under Regulation 30 of SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 regarding Resignation of Mr. Rajesh Gupta

Sr. No.	Particulars	Details
1.	Name of Director	Mr. Rajesh Gupta (DIN: 00295396)
2.	Designation	Non-Executive Director
3.	Reason for change	Resignation due to increasing pre-occupation and other professional commitments
4.	Date of Cessation	Close of business hours on August 12, 2026.
5.	Brief Profile <i>(in case of appointment)</i>	Not Applicable
6.	Disclosure of inter-se relationship between directors	Not Applicable
7.	Letter of Resignation along with detailed reason	Copy of the resignation letter dated August 12, 2026 is enclosed as Enclosure-1.
8.	Confirmation that there are no other material reasons	Mr. Rajesh Gupta has confirmed in his resignation letter that there are no other material reasons other than those provided in his letter.
9.	Names of listed entities in which the resigning director holds directorships / committee memberships	Directorships: Nil Committee Memberships: Nil

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ANNEXURE B

Disclosures under Regulation 30 of SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 regarding Re-appointment and Variation in Terms of Directors

Particulars	Mr. Rajeev Agarwal (Non-Executive Director)	Mr. Sidharth Agarwal (Whole-Time Director & Chief Financial Officer)	Mr. Vidur Gupta (Managing Director)
DIN	00107401	05213023	05213073
Reason for change	Re-appointment: Recommended to shareholders for re-appointment as Director, liable to retire by rotation.	Variation in Terms: Recommended to shareholders to make his office liable to retire by rotation pursuant to Section 152 of the Companies Act, 2013.	Variation in Terms: Recommended to shareholders to make his office liable to retire by rotation pursuant to Section 152 of the Companies Act, 2013.
Date of Re-appointment / Variation in Terms & Term of Appointment	Effective upon approval of shareholders at the 14 th AGM.	Effective from August 12, 2026, upon approval of shareholders at the 14 th AGM. His executive tenure as Whole-Time Director & CFO remains unchanged.	Effective from August 12, 2026, upon approval of shareholders at the 14 th AGM. His executive tenure as Managing Director remains unchanged.
Brief Profile	NA	NA	NA

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Particulars	Mr. Rajeev Agarwal (Non-Executive Director)	Mr. Sidharth Agarwal (Whole-Time Director & Chief Financial Officer)	Mr. Vidur Gupta (Managing Director)
Disclosure of relationships between directors	NA	NA	NA
Information required pursuant to BSE Circular LIST/COMP/14/2018-19 and NSE Circular NSE/CML/2018/24 dated June 20, 2018	Confirmed that he is not debarred from holding the office of director by virtue of any SEBI order or order of any other statutory authority.	Confirmed that he is not debarred from holding the office of director by virtue of any SEBI order or order of any other statutory authority.	Confirmed that he is not debarred from holding the office of director by virtue of any SEBI order or order of any other statutory authority.

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ANNEXURE C

Summary of Amendments to Articles of Association (AoA)

Article No.	Nature of Amendment	Summary of Changes
Article 55	Revision	Aligned retirement by rotation provisions with Section 152 of the Companies Act, 2013 to cover Executive Directors recommended by the Board.
Article 20A	Insertion	Introduced enabling provisions permitting the Company to issue share-based employee benefits (ESOPs/SARs) through direct allotment or through an Employee Welfare Trust structure.

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August 12, 2026

The Board of Directors
Spectrum Talent Management Limited
C-151, Sector-61, Gautam Buddha Nagar,
Noida, Uttar Pradesh-201301

Sub: Resignation as the Non-Executive Director of the Company

In view of my increasing pre-occupation and other professional commitments, I hereby tender my resignation as the Board **Member** and the Non-Executive Director of the Company.

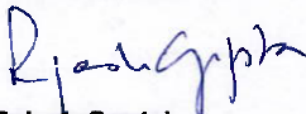
I request the Board to release me from my official duties from the close of business hours on August 12, 2026.

I take this opportunity to thank all of the Board Members, for the support and co-operation extended to me during my association with the Company. It was an excellent working experience with the Company.

I further request you to take all steps to intimate the above said resignation in the prescribed Form, if any, to the Registrar of Companies, Stock Exchanges and any other statutory authority, as required.

Thanking You,

Yours sincerely,



(Rajesh Gupta)

Director

DIN: 00295396

Address: 731, Gurudev Nagar, Ludhiana, Bharat Nagar Chowk-141001

Received
12/08/2026
Managing Director