

**April 9, 2026**

**Department of Corporate Services**

BSE Limited  
Phiroze Jeejeebhoy Towers Dalal Street,  
Mumbai - 400001

**Listing Department**

National Stock Exchange of India Limited  
C-1, Block G, Bandra -Kurla Complex  
Bandra (East), Mumbai- 400051

**Scrip Code: 544395**

**Scrip Symbol: STLNETWORK**

**Sub: Intimation for passing of resolution by Postal Ballot through remote e-voting process**

Dear Sir/ Madam,

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder, and Regulation 30 and Regulation 44 read with Schedule III and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), and with reference to our earlier intimation dated March 26, 2026, please find enclosed herewith the Notice of Postal Ballot dated March 26, 2026, for seeking approval of the shareholders vide remote e-voting facility on the following items of business:

1. Entering into material related party transaction with Sterlite Technologies Limited;
2. Entering into material related party transaction with Sterlite Tech Cables Solutions Limited;
3. Exercise of the Company's borrowing powers under section 180 (1)(c) of the Companies Act, 2013;
4. Creation of charges on the movable and immovable properties of the company, both present and future, in respect of borrowings under section 180 (1)(a) of the Companies Act, 2013; and
5. Investing the funds of the company in excess of the limits prescribed under section 186 of the Companies Act, 2013.

A copy of the Postal Ballot Notice which includes the explanatory statement and remote e-voting instructions is also available on the website of the Company at: <https://inveniatech.com/>.

The Company has engaged the services of KFin Technologies Limited (“KFin”) to provide remote evoting facility to its Members. The remote e-voting period commences from 9:00 a.m. (IST) on Thursday, April 9, 2026, and ends at 5:00 p.m. (IST) on Friday, May 8, 2026. The e-voting module shall be disabled by KFin thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date i.e. Friday, April 3, 2026. The communication of assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with the relevant circulars issued by the MCA, the said Notice of Postal Ballot is being sent only through electronic mode to those members whose e-mail addresses are registered with M/s. KFin Technologies Limited, the Company’s Registrar and Share Transfer Agent (“RTA”) or Depository Participants (“Depositories”) as on the cut-off date.

**STL Networks Limited**

Corporate office : Capital Cyberscape, 15<sup>th</sup> and 16<sup>th</sup> Floor, Sector 59, Gurugram, Haryana 122102 | T : +91 124 4561850  
Registered office : 4<sup>th</sup> Floor, Godrej Millennium, Koregaon Park Road 9, STS 12/1, Pune, Maharashtra 411001

CIN - L72900PN2021PLC199875  
investors@inveniatech.com

Kindly take this on your record

Thanking You,

**For STL Networks Limited**

**Meenal Bansal**  
**Company Secretary and Compliance Officer**  
**Membership No.- ACS 35091**

**Encl: as above.**



STL NETWORKS LIMITED

CIN: L72900PN2021PLC199875

**Regd. Office:** 4<sup>th</sup> Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, 411001

**Corporate Office:** Capital Cyberscape, 15<sup>th</sup> Floor, Sector - 59, Gurugram, Haryana, 122102

**Tel.:** 0124 – 4561850; **Email id:** [investors@inveniatech.com](mailto:investors@inveniatech.com); **Website:** [www.inveniatech.com](http://www.inveniatech.com)

### POSTAL BALLOT NOTICE

*[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars]*

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) (**“Rules”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“SEBI Listing Regulations”**) and any other applicable provision of SEBI Listing Regulations, General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars, latest being General Circular No. 03/2025 dated September 22, 2025 (collectively known as **“MCA Circulars”**), issued by the Ministry of Corporate Affairs, Government of India, Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact special businesses as set out hereunder by the Members of STL Networks Limited (the **“Company”**) by means of Postal Ballot, only by way of remote e-voting (**“e-voting”**) process.

In view of the aforesaid MCA Circulars, the Company is sending this Postal Ballot Notice (**“Notice”**) only by email to all its members who have registered their email addresses as on Friday, April 3, 2026 (**“Cut-Off Date”**) with the Company/ M/s. KFin Technologies Limited, Registrar and Share Transfer Agent (**“RTA”**)/ Depositories.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolutions mentioned in this Notice, are annexed hereto.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Debasis Dixit, Proprietor, M/s. D Dixit & Associates, Practicing Company Secretaries as the Scrutinizer for scrutinizing the postal ballot remote e-voting results in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'Instructions for e-voting' in this Notice and record their assent (**“FOR”**) or dissent (**“AGAINST”**) on the proposed resolutions through the remote e-voting process, which shall commence from Thursday, April 9, 2026 at 9.00 A.M.(IST) and shall end on Friday, May 8, 2026 at 5.00 P.M. (IST).

The Company has engaged the services of M/s. KFin Technologies Limited (hereinafter referred to as **“KFin”** or **“Evoting Service Provider”**) for facilitating remote e-voting to enable the Members to cast their votes electronically. In accordance with the MCA Circulars, the Company has made necessary arrangements with Registrar & Share Transfer Agent to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from the conclusion of the remote e-voting period to the Stock Exchange(s) in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the remote e-voting to the Chairman or Company Secretary of the Company after completion of the scrutiny of the remote e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at [www.inveniatech.com](http://www.inveniatech.com), on the website of KFin at <https://evoting.kfintech.com> and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to the Stock Exchanges viz. National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting i.e. Friday, May 8, 2026.

## **SPECIAL BUSINESS**

### **ITEM NO. 1**

#### **TO APPROVE ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS WITH STERLITE TECHNOLOGIES LIMITED (“STL”),**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Regulation 2(1)(zc), 23(4) read with other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**“SEBI Listing Regulations”**) as amended from time to time, the applicable provisions of the Companies Act, 2013 (**“the Act”**) read with Rules made thereunder, as amended and issued from time to time, other applicable laws/ statutory provisions, if any, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force, the Policy on Related Party Transactions (**“RPT”**) of STL Networks Limited (**“SNL”** or **“Company”**) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, and based on the approval and recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee of the Board and any duly authorised Committee of Directors constituted/empowered by the Board, from time to time, to exercise its powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to the Board, to enter/ continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Sterlite Technologies Limited (**“STL”**), a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and STL, provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) shall be carried out in the ordinary course of business and at arm’s length basis, the details of which are provided in the explanatory statement pursuant to Section 102 and other provisions of the Act read with related rules, for an aggregated value not exceeding ₹700 crore for a period of one year from the date of approval, covering transaction in the nature of (a) Sale, purchase or supply of goods or services or any other similar business transaction and trade advances; and (b) Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the company or its subsidiary.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, file applications and make representations in respect thereof, and seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other officer(s)/ authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, and to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any other person so authorised by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

### **ITEM NO. 2**

#### **TO APPROVE ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS WITH STERLITE TECH CABLES SOLUTIONS LIMITED (“STL CABLES”),**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Regulation 2(1)(zc), 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**“SEBI Listing Regulations”**) as amended from time to time, the applicable provisions of the Companies Act, 2013 (**“the Act”**) read with Rules made thereunder, as amended and issued from time to time, other applicable laws/ statutory provisions, if any, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force, the Policy on Related Party Transactions (**“RPT”**) of STL Networks Limited (**“SNL”** or **“Company”**) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, and based on the approval and recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee of the Board and any duly authorised Committee of Directors constituted/

empowered by the Board, from time to time, to exercise its powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to the Board, to enter / continue to enter into Material Related Party Transaction(s)/Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Sterlite Tech Cables Solutions Limited (“**STL Cables**”), a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and STL Cables, provided that the said Transaction(s)/ Contract(s) /Arrangement(s) /Agreement(s) shall be carried out in the ordinary course of business and at arm’s length basis, the details of which are provided in the explanatory statement pursuant to Section 102 and other provisions of the Act read with related rules, for an aggregated value not exceeding ₹300 crore for a period of one year from the date of approval, covering transaction in the nature of sale, purchase or supply of goods or services or any other similar business transaction and trade advances.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, file applications and make representations in respect thereof, and seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other officer(s)/ authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, and to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any other person so authorised by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**ITEM NO.3:**

**TO APPROVE THE EXERCISE OF THE COMPANY'S BORROWING POWERS UNDER SECTION 180 (1)(C) OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in suppression of earlier resolution passed by the shareholders through Extra Ordinary General Meeting (“**EGM**”) held on March 21, 2025 and pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013 (“**the Act**”) and other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other enabling provisions if any, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee of Board of Directors or any person authorized by the Board thereof), to borrow for and on behalf of the Company from time to time including by way of issuance of debentures/bonds (including FCCBs), as deemed by it to be requisite and proper for the business of the Company from banks and/ or financial institutions and/ or multilateral agencies and/ or export import banks and/ or other creditors any sum or sums of moneys (in foreign currency or Indian rupee) which shall not exceed in the aggregate at any one time, Rs. 3,000 crores (Rupees three Thousand Crores only) irrespective of the fact that the monies to be borrowed with monies already borrowed by the Company (apart from the temporary loans and working capital facilities obtained from the Company’s Banker in the ordinary course of business) in excess of its aggregate of paid-up capital of the Company and its free reserves as per latest annual audited financial statements, that is to say, reserves not set apart for any specific purpose, and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable, expedient for borrowing money on behalf of the Company and for giving effect to the aforesaid resolution.”

**ITEM NO. 4:**

**TO APPROVE CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS UNDER SECTION 180 (1)(A) OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in suppression of earlier resolution passed by the shareholders through Extra Ordinary General Meeting (“EGM”) held on March 21, 2025 and pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other enabling provisions if any, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee of Board of Directors or any person authorized by the Board thereof), to create mortgage/ hypothecate/ pledge/ charge etc on all or any immovable and movable properties of the Company, tangible or intangible assets of the Company, wherever situated, both present and future or the whole or substantially the whole of the undertaking(s) of the Company, for securing all credit facilities including rupee loans, foreign currency loans, debentures, bonds and/ or other instruments or non-fund based facilities availed/ to be availed by the Company, in favour of the Banks/ Financial Institutions/ Companies, Bodies Corporate, other Entities or any other person and / or any issue of Non-Convertible Debentures and/or Compulsorily or Optionally, Fully or Partly Convertible Debentures and/or Bonds (including FCCBs), and/or any other Non-Convertible and/or other Partly/Fully Convertible instruments/securities or for securing any loans of the Company or any other Group Companies, including securing those facilities which have already been sanctioned, including any enhancement therein together with interest, costs, charges, expenses and any other moneys payable by the Company and that the Board is further authorised to create a charge in whatsoever manner on the Company’s current assets, present and future, in favour of Banks, Financial Institutions, Bodies Corporate, other Entities, Person or Persons who may provide such credit facilities to the Company, upto an amount, the aggregate outstanding of which should not exceed Rs. 3,000 crores (Rupees Three Thousand Crores only), at any point of time, subject to the limits approved under Section 180(1)(c) of the Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable, expedient for borrowing money on behalf of the Company and for giving effect to the aforesaid resolution.”

**ITEM NO. 5:**

**TO CONSIDER AND APPROVE GIVING LOANS AND INVESTING THE FUNDS OF THE COMPANY IN EXCESS OF THE LIMITS PRESCRIBED UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** in suppression of earlier resolution passed by the shareholders through Extra Ordinary General Meeting (“EGM”) held on March 21, 2025 and pursuant to provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”) read with Companies (Management and Administration) Rules, 2014, applicable regulations framed by Securities Exchange Board of India, if any, enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations including the Foreign Exchange Management Act, 1999 (and regulations framed thereunder) the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee of Board of Directors or any person authorized by the Board thereof), and subject to other statutory approvals, consents, sanctions and permissions, as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary to, over and above the limits specified under Section 186 of the Companies Act, 2013 but shall not exceed at any time a sum equivalent to Rs. 1500 Crores (Indian Rupees Fifteen Hundred Crores Only):

- a) give loans, inter corporate deposits from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company or to any persons as the Board may think fit;
- b) give on behalf of any person, body corporate, Bank, Financial Institutions or any other institution in India or outside, any guarantee and/or provide any security in connection with a loan to or to secure any financial arrangement of any nature, by any other person, any Body(ies) Corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company or to any other person by any body corporate; and
- c) invest/ acquire from time to time by way of subscription, purchase conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more body corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company as the Board may think fit.

**RESOLVED FURTHER THAT** the Board (including any Committee(s) of the Board) be and is hereby authorized to invest in the companies, body corporates, partnership firms, subsidiaries, wholly owned subsidiaries, associates, joint venture, related parties entities or such other entities or persons in any manner, as may be considered desirable, whether incorporated in India or overseas, give loans to them, provide guarantees on their behalf, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

**RESOLVED FURTHER THAT** the Board be and is authorized to delegate the power to the Committee(s) of the Board to use/ modify/ amend / reduce/ enhance/ utilize the limits under Section 186 of the Act, without any restriction, subject to the overall borrowing limit.

**RESOLVED FURTHER THAT** any of the Directors or Chief Financial Officer or Company Secretary of the Company be and are hereby authorized severally on behalf of the Company to execute and sign all relevant documents for and on behalf of the Company and that they be further authorized to sign, submit or file necessary applications, forms, returns, reports to the Reserve Bank of India and other concerned authorities, or to do all necessary or expedient acts including acceptance and finalization of all such terms, condition(s), modification(s) and alteration(s) to give effect above resolutions including with the power to transfer/ dispose of the investments so made, from time to time and to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings.”

By Order of the Board

For **STL Networks Limited**

**Sd/-**

**Meenal Bansal**

Company Secretary & Compliance Officer

Membership No. A - 35091

**Address:** Capital Cyberscape, 15<sup>th</sup> Floor,  
Sector - 59, Gurugram, Haryana, 122102

**Place:** Gurugram

**Date:** March 26, 2026

## NOTES

1. The explanatory statement pursuant to the provisions of Section 102 and Section 110 of the Act (“**the Act**”) read with Rule 20 and Rule 22 of the Rules and other applicable provisions of the Act read with the Rules framed thereunder concerning the Special Business as set out above in respect of the resolution to be passed through postal ballot by remote e-voting is annexed hereto.
2. In accordance with the provisions of the Act and MCA Circulars and other applicable provisions of the applicable law(s), the Postal Ballot Notice is being sent through electronic mode only to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“**NSDL**”) / Central Depository Services (India) Limited (“**CDSL**”) as on Friday, April 3, 2026 (“**Cut-off Date**”). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
3. Only those members whose names are appearing in the register of members / register of beneficial owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date. It is however, clarified that all members of the Company as on the Cut-Off Date (including those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ depositories/ DPs) shall be entitled to vote in relation to the resolution in accordance with the process specified in this Notice.
4. A copy of this Postal Ballot Notice will also be available on the website of the Company at [www.inveniatech.com](http://www.inveniatech.com), Stock Exchanges viz. BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of Kfin at <https://evoting.kfintech.com>. Any member seeking a copy of this Notice may also write to us at [investors@inveniatech.com](mailto:investors@inveniatech.com).
5. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, as amended, read together with the Rule 20 and 22 of the Rules and Regulation 44 of the SEBI Listing Regulations, SS-2, MCA Circulars, the Company is pleased to offer remote e-voting facility to its members. The Company has appointed Kfin for facilitating remote e-voting, to enable the members to cast their votes electronically. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot activity in accordance with the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only, provided by the Company.
6. The remote e-voting period commences from Thursday, April 9, 2026 at 9.00 A.M. (IST) and shall end on Friday, May 8, 2026 at 5.00 P.M. (IST). The remote e-voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the Cut-off date may cast their votes by electronic means in the manner and process as set out in the Postal Ballot Notice mentioned below. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
7. Resolution passed by the shareholders through postal ballot is deemed to have been passed as if the same have been passed at a general meeting of the members convened on that behalf. The resolution, if approved by the requisite votes of shareholders by means of postal ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e., Friday, May 8, 2026.
8. Registration of email addresses:

The Notice is being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company / Depositories. Members are requested to register / update their e-mail addresses by following the below steps to receive all future communications from the Company electronically;

- i. **Members holding equity shares in physical mode** – Request in **ISR-1** along with self-attested copy of PAN Card and self-attested copy of any of the following document (e.g. Driving license, Passport, Bank statement, Aadhar) by e-mailing at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

**ISR-1** Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx> The ISR Form(s) and the supporting documents can be provided by anyone of the following modes:

- a. Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

b. Through hard copies which are self-attested, which can be shared on the address below; or

Name: **KFin Technologies Limited**  
Unit: STL Networks Limited  
Address: Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda,  
Serilingampally, Hyderabad-500032, Telangana, India.

c. Through electronic mode with e-sign by following the link : <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

ii. **Members holding equity shares in dematerialized Mode**-Register/update their e-mail addresses with respective Depository Participant (DP).

9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs.

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website [www.inveniatech.com](http://www.inveniatech.com) (under 'Investors' section). Members are requested to submit the said details to their DPs.

**General information and instructions relating to remote e-voting are as under.**

i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFin, on the resolutions set forth in this Notice.

ii. Pursuant to the SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

iv. The remote e-Voting facility will be available during the following period:

Commencement of e-voting	End of e-voting
Thursday, April 9, 2026 at 9.00 A.M. (IST)	Friday, May 8, 2026 at 5.00 P.M. (IST)

v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

vi. Any person holding shares in physical form as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with KFin for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.





vii. The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFin e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

- 1) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<p><b>1. Existing Internet-based Demat Account Statement (‘IDeAS’) facility Users:</b></p> <ul style="list-style-type: none"><li>i. Visit the e-services of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer website or on a mobile.</li><li>ii. On the e-services home page click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘IDeAS’ section. Thereafter enter the existing user ID and password.</li><li>iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on ‘Access to e-voting’ under e-voting services, after which the e-voting page will be displayed.</li><li>iv. Click on company name i.e., ‘STL Networks Limited’ or ESP i.e. KFin</li><li>v. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period.</li></ul> <p><b>2. Those not registered under IDeAS:</b></p> <ul style="list-style-type: none"><li>i. Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</li><li>ii. Select ‘Register Online Ideas for IDeAS Portal’ or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>iii. Visit the e-voting website of NSDL <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a></li><li>iv. Once the home page of e-voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholder / Member’ section. A new screen will open.</li><li>v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</li><li>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li><li>vii. Click on Company name i.e ‘STL Networks Limited’ or i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period</li><li>viii. Members can also download the NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code mentioned below for seamless voting experience.</li></ul> <p><b>NSDL Mobile App is available on</b></p> <p> </p> <div style="display: flex; justify-content: space-around;"></div>

Type of Member	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li><b>1. Existing user who have opted for Easi / Easiest</b> <ol style="list-style-type: none"> <li>i. Visit URL <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or URL: <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a></li> <li>ii. Click on New System Myeasi</li> <li>iii. Login with your registered user id and password.</li> <li>iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFin e-Voting portal.</li> <li>v. Click on e-Voting service provider name to cast your vote.</li> </ol> </li> <li><b>2. User not registered for Easi/Easiest</b> <ol style="list-style-type: none"> <li>i. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Home/EasiRegistration">https://web.cdslindia.com/myeasitoken/Home/EasiRegistration</a> Proceed with completing the required fields.</li> <li>ii. Follow the steps given in point 1.</li> </ol> </li> <li><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b> <ol style="list-style-type: none"> <li>i. Visit URL: <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a></li> <li>ii. Provide your demat Account Number and PAN No.</li> <li>iii. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>iv. After successful authentication, user will be provided links for the respective ESP, i.e KFin Technologies where the e- Voting is in progress.</li> </ol> </li> </ol>
Individual ( holding securities in demat mode) login through their demat accounts Depository Participant	<ol style="list-style-type: none"> <li>i. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>ii. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>iii. Click on options available against company name or e-Voting service provider – KFin and you will be redirected to e-Voting website of KFin for casting your vote during the remote e-Voting period without any further authentication.</li> </ol>

*Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.*

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

Login type	Helpdesk details
Securities held with NSDL	Please 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 or 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 2305 8738 or 022-2305 8542-43 or 180022 5533

Details on Step 2 are mentioned below:

- I) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.
- (A) Members whose email IDs are registered with the Company/ Depository Participants(s), will receive an email from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) "9553", followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVEN" i.e., "9553" "Postal Ballot" and click on "Submit"
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s). Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID [clv.debasis@gmail.com](mailto:clv.debasis@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."
  - xii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (B) Members whose email IDs are not registered with the Company/Registrar and Transfer Agent of the Company/ Depository Participants(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members holding shares in physical mode and who have not registered / updated their email address / KYCs with the Company are requested to register / update the same by writing to the Registrar & Share Transfer Agent (RTA), Kfin Technologies Limited at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Members holding shares in dematerialized mode are requested to register / update email addresses with their respective Depository Participant.

After successful registration of the e-mail address / KYC, a copy of this Notice along with the e-voting user ID and password will be sent to the registered e-mail address, upon request received from the Member. In case of

any queries, Members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

- ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self- attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the, Postal Ballot Notice and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

## **EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1 and 2**

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI Listing Regulations**”), any transaction with a related party shall be considered material, if the transaction(s) entered into/ to be entered into individually or taken together with previous transactions during a financial year exceeds INR1,000 crore or 10% of the annual consolidated turnover of the listed company as per the last audited financial statements of the listed company, whichever is lower. Further, the Securities and Exchange Board of India (“**SEBI**”), vide its notification dated November 18, 2025, has amended Regulation 23 of the Listing Regulations to provide that, in cases where the annual consolidated turnover of the listed company is up to INR 20,000 crore, the threshold for determining material related party transactions requiring shareholders’ approval shall be 10% of such annual consolidated turnover, with effect from December 19, 2025. All material related party transactions (“**RPTs**”) shall require prior approval of shareholders by means of an ordinary resolution, even if the transactions are in the ordinary course of business of the concerned company and on an arm’s length basis.

Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction (“**RPT**”) to include a transaction involving transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract.

The Management of the Company has provided the Audit Committee with the relevant details about the proposed RPTs including rationale, material terms, justification as to why the proposed RPTs are in the interest of the Company and the basis of pricing. The Audit Committee has reviewed and taken note of the certificate placed before it by the Whole Time Director and Chief Financial Officer of the Company, confirming that the proposed RPTs are not prejudicial to the interest of public shareholders of the Company and nor are the terms and conditions of the proposed RPTs unfavourable to the Company, compared to terms and conditions, had the Company to have entered into similar transaction(s) with an unrelated party.

After considering the details on RPTs as placed by the Management, the Audit Committee has granted approval of entering into RPTs with Sterlite Technologies Limited for an aggregate amount up to INR700 Crore (Indian Rupees Seven Hundred Crore only) and Sterlite Tech Cables Solutions Limited for an aggregate amount upto INR300 Crore (Indian Rupees Three Hundred Crore only) to be entered during a period of one year starting from the date of approval. The Committee has noted that the said transactions will be on an arm’s length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

It is in the above context that, Resolutions No. 1 & 2 is placed for the approval of the Members of the Company along with necessary details on the proposed RPTs provided in this Statement.

### **Transaction details – Item No. 1**

Sterlite Technologies Limited (“**STL**”) is a leading global digital network integrator, enabling advanced connectivity solutions across over 100 countries. The Company’s business spans optical networking products (optical fibre, cables, and connectivity solutions), system and network integration, and digital services, supporting telecom operators, cloud companies, governments, and enterprises. With state-of-the-art manufacturing facilities in India and overseas, STL plays a pivotal role in building robust fibre-based broadband, 5G, and digital infrastructure worldwide.

Members are further informed that the transactions between the Company and STL, a related party, are inter-connected and recurring in nature. In furtherance of its business activities and in the best interest of the Company and to ensure stability of supplies in terms of quality and logistics, the Company has entered into/ will enter into various transactions with STL, inter-alia, (a.) purchase of goods or materials, availing or rendering of services like consulting, advisory, turnkey, infrastructure and

job work; and (b) for providing security and Guarantee (including but not limited to corporate guarantee, performance guarantee in nature of security/contractual commitment), surety, indemnity or comfort letter, by whatever name called, made or given by the Company to secure the bank limits or various other guarantees or as may be required by any Authority or lenders of the Company, which shall be carried out in the ordinary course of business and on an arm's length basis.

Members may note that pursuant to the Scheme of Arrangement between STL (“**Demerged Company**”) and the Company (“**Resulting Company**”) and their respective shareholders and creditors sanctioned by the Hon’ble National Company Law Tribunal, Mumbai Bench, vide its order dated February 14, 2025, the Global Service Business of the Demerged Company was demerged into the Company with effect from the close business on March 31, 2025. Consequently, there are certain related party transactions entered into/ to be entered into between Demerged Company and Company pass-through invoicing, collections, , payments, and/or loan/corporate guarantees to facilitate credit lines etc. The nature and amount of these transactions are being reported to and reviewed by the Audit Committee of the Company on a quarterly basis.

Accordingly, considering the nature of business of your Company and the relevance of the continuous transactions in the business operations, the Company shall be required to enter into various transaction(s)/ contract(s)/ agreement(s)/ arrangement(s) with STL and such transactions may be material as per the provisions of Regulation 23 of the SEBI Listing Regulations. Further, the said transaction limit of Rs. 700 crore shall be considered over and above the transactions being entered with STL pursuant to the Scheme of arrangement between STL and the Company.

**Transaction details – Item No. 2**

STL Cables is primarily engaged in the business of manufacturing and supply of optical fibre cables and related connectivity products. The Company provides a comprehensive range of technologically advanced and high-quality cabling solutions catering to the requirements of telecom operators, internet service providers, enterprises, and other network infrastructure players. Through its manufacturing expertise, process excellence, and focus on innovation, the Company supports the development of robust and scalable digital communication networks in India and overseas.

Members are further informed that the transactions between the Company and STL Cables, a related party, are recurring in nature. In furtherance of its business requirements and in the best interest of the Company, procurement of optical fibre cables from STL Cables is beneficial to the Company as it ensures assured quality, competitive pricing, and timely supply. As a group entity with established manufacturing expertise, STL Cables provides standardized products that minimize supply chain risks, enhance project efficiency, and enable the Company to execute its projects in a cost-effective and timely manner.

Accordingly, considering the nature of business of the Company and the relevance of the continuous transactions in the business operations, the Company shall be required to enter into various transaction(s)/ contract(s)/ agreement(s)/ arrangement(s) with STL Cables and such transactions may be material as per the provisions of Regulation 23 of the SEBI Listing Regulations.

Further, SEBI vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 has introduced the Industry Standards on “Minimum information to be provided for review of the Audit Committee and Members for approval of a related party transaction” (“**Standards**”) to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the SEBI Listing Regulations read with the SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (“**SEBI Circular**”). The Standards *inter alia* requires listed entity to provide minimum information, in specified format which are set forth below, relating to the proposed RPTs, to the Audit Committee and to the members, while seeking their approval.

**A(1). Basic details of the related party**

S. No.	Particulars of the information	Information provided by the management	Information provided by the management
1	Name of the related party	Sterlite Technologies Limited (“STL”)	Sterlite Tech Cables Solutions Limited (“STL Cables”)
2	Country of incorporation of the related party	India	India

3	Nature of business of the related party	STL, is a leading global optical and digital solutions company providing advanced offerings to build 5G, Rural, FTTx, Enterprise and Data Centre networks. The company, driven by its purpose of 'Transforming Billions of Lives by Connecting the World', designs and manufactures in 4 continents with customers in more than 100 countries. Telecom operators, cloud companies, citizen networks, and large enterprises recognize and rely on STL for advanced capabilities in Optical Connectivity, and Digital and Technology solutions to build ubiquitous and future-ready digital networks.	STL Cables, is engaged in the business of manufacturing and trading of Optical Fibre Cables.
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**A(2). Relationship and ownership of the related party**

S. No.	Particulars of the information	STL	STL Cables
1.	<p>Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> <li>• Shareholding of the listed entity, whether direct or indirect, in the related party.</li> <li>• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> <li>• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul>	<p>STL and the Company has common promoters, namely Twin Star Overseas Limited and Mr. Anil Agarwal. The proposed transaction is financial in nature.</p> <p>NA</p> <p>NA</p> <p>NA</p>	<p>STL Cables and the Company has common promoters, namely Twin Star Overseas Limited and Mr. Anil Agarwal. The proposed transaction is financial in nature.</p> <p>NA</p> <p>NA</p> <p>NA</p>

**A(3). Details of previous transactions with the related party**

S. No.	Particulars of the information	STL	STL Cables
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	During the financial year 2024-25, pursuant to the Scheme of Arrangement between STL ("Demerged Company") and the Company ("Resulting Company"), STL has demerged its Global Service Business into the Company. Hence, no transaction was undertaken between the	During the financial year 2024-25, pursuant to the Scheme of Arrangement between STL ("Demerged Company") and the Company ("Resulting Company"), STL has demerged its Global Service Business into the Company. Hence, no transaction was undertaken between the Company and STL Cables during the last financial year.

		Company and STL during the last financial year.	
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 2,761 crores - This includes the transaction pertaining to pass-through invoicing, collections, payments and guarantee approved pursuant to the Scheme of Arrangement between STL ("Demerged Company") and the Company ("Resulting Company"), approved by the Hon'ble NCLT, Mumbai, vide its order dated February 14, 2025 and Rs. 29.03 Crore for purchase of Cables which are not covered under the aforesaid Scheme.	Rs. 9.47 core for purchase of optical fibre cables.
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA	NA

**A(4). Amount of the proposed transaction(s)**

S. No.	Particulars of the information	STL	STL Cables
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 700 crore	Rs. 300 Crore
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	59%	25%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover for the immediately preceding financial year, if available.	18%	54%

6.	Financial performance of the related party for the immediately preceding financial year (Standalone):	<b>FY 2024-25 (In Crore)</b>		<b>FY 2024-25 (In Lakhs)</b>	
		Turnover	₹ 2215	Turnover	₹ 55734.73
		Profit After Tax	₹ (115)	Profit After Tax	₹ (1844.16)
		Net worth	₹ 1418	Net worth	₹ 27940.40

#### A(5). Basic details of the proposed transaction

S. No.	Particulars of the information	STL	STL Cables
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase of goods or materials, availing /rendering of services and for providing security and Guarantee, surety, contractual commitment, indemnity or comfort letter, by whatever name called.	Purchase of goods
2.	Details of each type of the proposed transaction	Purchase of software license, cables, sale of services, consulting, advisory, turnkey, infrastructure, job work and for providing security and Guarantee, surety, contractual commitment, indemnity or comfort letter, by whatever name called.	Purchase of optical fibre cables
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	For a period of one year from the date of approval	For a period of one year from the date of approval
4.	Whether omnibus approval is being sought?	Yes. These related part transactions are recurring transactions, in the ordinary course of business and on an arm's length basis for both transacting parties.	Yes. These related part transactions are recurring transactions, in the ordinary course of business and on an arm's length basis for both transacting parties.
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 700 crore  NA	Rs 300 Crore  NA
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Procurement of optic fibre cables, connectivity solutions, data centre products, etc. from STL ensures reliable quality, competitive pricing, and timely availability. Being a group entity with proven manufacturing expertise, STL provides standardized products that reduce supply chain risks, improve project efficiency, and support the Company in executing projects cost-effectively and on schedule and STL has also been supporting the Company with its credit arrangements for the transitory period of the demerger, therefore, in return for this support, Company	Procurement of optic fibre cables from STL Cables ensures reliable quality, competitive pricing, and timely availability. Being a group entity with proven manufacturing expertise, STL Cables provides standardized products that reduce supply chain risks, improve project efficiency, and support the Company in executing projects cost-effectively and on schedule.

		needs to provide guarantees in the form of a cross-guarantee or a counter-guarantee.	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Common directors of both the Companies	Common directors of both the Companies
	a. Name of the director / KMP	Mr. Pravin Agarwal – Non-Executive Director Mr. Ankit Agarwal - Non-Executive Director Mr. Bangalore Jayaram Arun - Non- Executive Independent Director	Mr. Pravin Agarwal – Whole Time Director Mr. Ankit Agarwal - Non- Executive Director
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Pravin Agarwal – 0.18% Mr. Ankit Agarwal – 0.32% Mr. Bangalore Jayaram Arun - Nil	Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA	NA
9.	Other information relevant for decision making.	The Audit Committee and Board of the Company, which consists of independent directors from diverse domains, have evaluated and unanimously approved the proposed related party transaction at their respective meetings.	The Audit Committee and Board of the Company, which consists of independent directors from diverse domains, have evaluated and unanimously approved the proposed related party transaction at their respective meetings.

**B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

S. No.	Particulars of the information	STL	STL Cables
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA	NA
2.	Basis of determination of price.	<p>The pricing for the purchase of goods and materials, as well as for the availing or rendering of services, is determined based on prevailing market rates to ensure transparency, fairness, and compliance with arm's length principles.</p> <p>Specifically, for the supply of products by STL and STL Cables, the pricing is aligned with the prevailing market pricing set by the Indian Optical Fibre Cable (OFC), Connectivity Solutions and accessories industry. Their pricing strategy is consistent with broader industry trends and remains competitive when compared with other players in the sector.</p> <p>This market-linked approach ensures that all transactions are carried out at arm's length, thereby complying with applicable transfer pricing regulations and maintaining fairness in related party dealings.</p>	
3.	In case of Trade advance ( <i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i> ), if any, proposed to be extended to the related	NA	NA

party in relation to the transaction, specify the following:		
a. Amount of Trade advance		
b. Tenure		
c. Whether same is self-liquidating?		

**B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee ), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**

S. No.	Particulars of the information	STL
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	STL has been supporting Company with its credit arrangements for the transitional period of the demerger, therefore, in return for this support, Company needs to provide guarantees in the form of a cross-guarantee or a counter-guarantee.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2	Material covenants of the proposed transaction including:  (i) commission, if any to be received by the listed entity or its subsidiary;  (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Commission, if any, will be calculated on an arm's length price. In case of counter guarantee/ cross guarantees there will be no commission charged as it is offsetting in its nature.  In case the Company provide/ receive(s) any guarantee, surety, indemnity or comfort letter which in any scenario gets invoked, the Company will be recovering the amount as per the applicable laws and as per the agreement which will be entered between the parties.
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.  Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Pursuant to the Scheme of Arrangement Rs. 347 crore has been provided.  No provision is currently required to be made in the books of the Company, as per applicable Indian Accounting Standards.

**C(3).Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary**

Sr. No	Particulars of the information	STL			
1	<p>If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p>Note:</p> <p>a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</p> <p>b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</p>	The rating of the related party is AA- by CRISIL and ICRA.			
2	<p>Details of solvency status and going concern status of the related party during the last three financial years:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center;">FY 2024-25</td> </tr> <tr> <td style="text-align: center;">FY 2023-24</td> </tr> <tr> <td style="text-align: center;">FY 2022-23</td> </tr> </table>	FY 2024-25	FY 2023-24	FY 2022-23	The related party is solvent in the last three financial years and is a going concern.
FY 2024-25					
FY 2023-24					
FY 2022-23					
3	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.</p> <p>Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>Pursuant to the Scheme of Arrangement Rs. 347 crore has been provided.</p> <p>No provision is currently required to be made in the books of the Company, as per applicable Indian Accounting Standards.</p>			
4	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.</p> <p>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</p>	Nil			

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Ordinary Resolutions as set out in Item No. 1 & 2 of this Notice, except Mr. Pravin Agarwal, Chairman & Non-Executive Director and Mr. Ankit Agarwal, Vice – Chairman and Non-Executive Director of the Company.

In this background, the Company seeks your approval by way of Ordinary Resolutions pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Item No. 3 and 4**

Taking into consideration the business operations, the Company is actively pursuing and exploring various project development opportunities and participating in ongoing bids. In order to pursue opportunities that add value through both organic and inorganic means, it is crucial for the company to have access to specific funding options within a specified timeframe. This will enable the Company to pursue, finance, and successfully complete transactions in the best interest of its stakeholders. Therefore, it is essential to obtain shareholder approval for enabling the Board of directors to borrow upto an amount of Rs. 3000 Crore (Indian Rupees Three Thousand Crores Only) under section 180(1)(c) of the Companies Act, 2013 (“the Act”).

It is further informed that the provisions of Section 180(1)(c) of the Act imposes restrictions on the borrowing powers of the Board to the extent of aggregate amount of paid-up capital, free reserves & security premium however, amount in excess of said limits can be borrowed after obtaining prior approval of shareholders of the Company by way of special resolution.

Pursuant to the borrowings made/ to be made, the Company may have to mortgage and/ or create charge on all or any one or more of the moveable/ immovable properties or such other assets of the Company. Accordingly, approval of the Members is being sought to borrow money for an amount not exceeding Rs. 3,000 Crore (Three Thousand Crore Only) and to create charge on assets of the Company in accordance with section 180(1)(a) of the Act.

Further in this regard, the shareholders in Extra Ordinary Meeting held on March 21, 2025, had approved the limit of Rs. 3,000 (Three Thousand Crore Only) under the provisions of Section 180(1)(a) and 180(1)(c) of the Act. However, the said approval was taken prior to the Demerger of the Company from Sterlite Technologies Limited (“STL” or “Demerged Company”) and was approved by the Demerged Company. Therefore, in order to follow good corporate governance practices, Company is hereby seeking approval from its current shareholders.

It is therefore, necessary for the shareholders to pass a Special Resolution under Section 180(1)(c) and Section 180(1)(c) of the Act, as set out at Item No. 3 and 4 of the Notice, to enable the Board of Directors to borrow money upto INR 3000 Crores (Indian Rupees Three Thousand Crores only) and inter alia, authorised the Board to secure its borrowing by mortgage / charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

#### **Item No. 5**

In order to make optimum use of surplus funds available with the Company, also to achieve long term strategic, business objectives, financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard after serving various purposes, including but not limited to meeting the financial needs for the development of additional bids and addressing other essential business requirements, the Board of Directors of the Company proposes to invest surplus funds by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required, in the best interest of the Company.

The provisions of Section 186(2) of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, inter-alia, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding:

- i. sixty percent of its paid-up share capital, free reserves and securities premium account; or
- ii. one hundred per cent of its free reserves and securities premium account, whichever is more.

In this regard, the shareholders in Extra Ordinary Meeting held on March 21, 2025, had approved the exercise of powers to make investments, grant loans, and provide guarantees or securities in excess of the limits specified under Section 186 of the Companies Act, 2013, up to an aggregate amount not exceeding ₹500 Crores (Rupees Five Hundred Crores Only).

In view of the Company’s growing business requirements and to enable greater financial flexibility, it is now proposed to enhance the aforesaid limit from ₹500 Crores (Rupees Five Hundred Crores Only) to ₹1,500 Crores (Rupees Fifteen Hundred Crores Only), subject to the approval of the shareholders.

Accordingly, it is proposed to take approval of the members under Section 186 of the Companies Act, 2013, by way of special resolution for a limit of Rs. 1500 Crores or limits prescribed under section 186 of Companies Act 2013, whichever is more, as proposed in the Resolution.

None of the 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. 5.

The Board of Directors recommends the special resolution as set out in item no. 5 for approval.

By Order of the Board

For **STL Networks Limited**

**Sd/-**

**Meenal Bansal**

Company Secretary & Compliance Officer

Membership No. A - 35091

**Address:** Capital Cyberscape, 15<sup>th</sup> Floor,  
Sector - 59, Gurugram, Haryana, 122102

**Place:** Gurugram

**Date:** March 26, 2026