

November 14, 2025

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

Dear Sirs,

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

Dear Sir/ Madam,

Pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder and Regulation 30 read with Schedule III and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), please find enclosed herewith the Notice of Postal Ballot dated November 07, 2025, for seeking approval of the shareholders vide remote e-voting facility, to amend the STL Networks Limited – Employee Stock Option Scheme 2025.

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 e-voting facility to its Members. The remote e-voting period commences from 9:00 a.m. (IST) on Friday, November 14, 2025, and ends at 5:00 p.m. (IST) on Saturday, December 13, 2025. 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, November 07, 2025. 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.

Kindly take this on your record

Thanking You,

For STL Networks Limited

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

Enclosure: As above.

STL Networks Limited

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

CIN - L72900PN2021PLC199875
investors@inveniatech.com



STL NETWORKS LIMITED

CIN: L72900PN2021PLC199875

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

Corporate Office: Capital Cyberscape, 15th Floor, Sector - 59, Gurugram, Haryana, 122102

Tel.: 0124 – 4561850; **Email id:** investors@inveniatech.com; **Website:** 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 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, issued by the Ministry of Corporate Affairs, Government of India (**“MCA Circulars”**), 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), the resolution set out below is proposed to be passed as Special Resolution 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, November 7, 2025 (**“Cut-Off Date”**) with the Company / M/s. KFin Technologies Limited, Registrar and Share Transfer Agent (**“RTA”**) or Depositories.

The proposed resolution 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 resolution 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 conducting the postal ballot e-voting process 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 resolution through the remote e-voting process, which shall commence from Friday, November 14, 2025 at 9.00 A.M.(IST) and shall end on Saturday, December 13, 2025 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 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, 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. Saturday, December 13, 2025.

SPECIAL BUSINESS

ITEM NO.1:

TO CONSIDER AND APPROVE MODIFICATION ON STL NETWORKS LIMITED – EMPLOYEE STOCK OPTION SCHEME 2025 (“SNL ESOS 2025”/ “SCHEME”)

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

“RESOLVED THAT Pursuant to provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (**“SBEB Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), the relevant provisions of Memorandum and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, the consent of the members of the Company be and is hereby accorded to amend the **‘STL Networks Limited – Employee Stock Option Scheme 2025’ (“SNL ESOS 2025” or “Scheme”)**, the salient features of which are furnished in the Explanatory Statement annexed to this notice, and authorizing the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted), with a view to modify the Vesting Conditions.

“RESOLVED FURTHER THAT the existing sub clause c. of clause 7.2 (B) of SNL ESOS 2025 be substituted or amended with the following clause:

c) Out of total number of Options to be granted, the vesting of 70% Options granted shall be contingent upon the Employee's continued employment/ service with the Company or Subsidiary, as the case may be and 30% Options granted shall vest upon the corporate performance conditions imposed by the Committee.”

“RESOLVED FURTHER THAT the aforesaid proposed amendments shall be applicable and effective on all the ungranted 1,95,00,000 (One Crores Ninety-Five Lakhs) employee stock options.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to the compliance with the applicable laws and regulations and further subject to consent of the shareholders by way of special resolution to the extent required under SBEB Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, SBEB Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force to give effect to this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors with a power to further delegate to any executives / officers of the company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

By Order of the Board

For **STL Networks Limited**

Sd/-

Meenal Bansal

Company Secretary & Compliance Officer

Membership No. A - 35091

Address: Capital Cyberscape, 15th Floor,

Sector - 59, Gurugram, Haryana, 122102

Place: Gurugram

Date: November 07, 2025

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, November 7, 2025 (“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, Stock Exchanges viz. BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at www.bseindia.com and 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.
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 Friday, November 14, 2025 at 9.00 A.M. (IST) and shall end on Saturday, December 13, 2025 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 herein 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. Saturday, December 13, 2025.

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

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).

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 resolution set forth in this Notice.
- ii. Pursuant to the SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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
Friday, November 14, 2025 (9:00 a.m. IST)	Saturday, December 13, 2025 (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. 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>1. Existing Internet-based Demat Account Statement ('IDeAS') facility Users:</p> <ol style="list-style-type: none"> i. Visit the e-services of NSD https://eservices.nsdl.com either on a personal computer website or on a mobile. 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. 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. iv. Click on company name i.e. 'STL Networks Limited' or ESP i.e. KFin v. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period. <p>2. Those not registered under IDeAS:</p> <ol style="list-style-type: none"> i. Visit https://eservices.nsdl.com for registering. ii. Select 'Register Online Ideas for IDeAS Portal' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com/ 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. 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. vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. 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 viii. Members can also download the NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="margin-right: 20px;">  App Store </div> <div>  Google Play </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="margin-right: 20px;">  </div> <div>  </div> </div>

Type of Member	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> i. Visit URL https://web.cdslindia.com/myeasitoken/Home/Login or URL: https://www.cdslindia.com/ ii. Click on New System Myeasi iii. Login with your registered user id and password. iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFin e-Voting portal. v. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> i. Option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration Proceed with completing the required fields. ii. Follow the steps given in point 1. 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> i. Visit URL: https://www.cdslindia.com/ ii. Provide your demat Account Number and PAN No. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv. After successful authentication, user will be provided links for the respective ESP, i.e KFin Technologies where the e- Voting is in progress.
Individual (holding securities in demat mode) login through their demat accounts Depository Participant	<ol style="list-style-type: none"> i. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 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. 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.

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 evoting@nsdl.co.in or callat toll free no.: 1800 1020 990 or 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com 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) "9301", 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., "9301" "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 with a copy marked to 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. 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.

- ii. Alternatively, member may send an e-mail request at the email id 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 – To approve modification in STL Networks Limited – Employee Stock Option Scheme 2025 (“SNL ESOS 2025”/ “Scheme”)

The Company recognizes equity-based compensation as an effective tool for rewarding and retaining the talent within the Company or its subsidiary companies. Such schemes are widely regarded as an integral component of employee compensation across various sectors, as they facilitate alignment between employee rewards and the long-term value creation for shareholders. Additionally, equity compensation fosters an ownership culture, enhances the Company’s ability to attract and retain top talent, and motivates employees to drive the business forward and align employee interests with the Company’s long-term strategic goals and value creation.

In view to reward and retain the key talents in the leadership team of the Company and subsidiary company(ies) for their association and high performance as well as to motivate the work force seeking their contribution to the overall corporate growth and profitability of the Company an Employee Stock Option Scheme namely ‘**STL Networks Limited – Employee Stock Option Scheme 2025**’ (“**SNL ESOS 2025**” or “**Scheme**”) was implemented by the Company by passing members’ special resolution in the Annual General Meeting dated September 30, 2025.

The Management thought that the existing vesting conditions under the SNL ESOS 2025 require modification to align with the strategic objectives of employee retention and promotion of long-term association with the Company. By increasing the proportion of options that vest based on continued employment, the Company aims to enhance the long-term commitment of employees and recognize their continuous contribution to the organization’s success. Therefore, it is expedient to amend the scheme to modify the vesting conditions under the SNL ESOS 2025.

At the same time, retaining a portion of vesting linked to corporate performance ensures that employees remain aligned with the Company’s broader business goals and value creation for shareholders. The revised vesting mix therefore strikes a balanced approach between rewarding individual loyalty and acknowledging collective performance, fostering a stronger sense of ownership and long-term alignment between employees and the Company.

Given this background, it is proposed to amend the sub-clause 7.2 (B) (c) of the SNL ESOS 2025. The details of amendments in the Scheme are as below:

Clause reference	Existing clause	Proposed amended clause	Rationale
<p>Clause 7.2 (c)</p>	<p>Out of total number of Options to be granted, the vesting of 25% Options granted shall be contingent upon the Employee's continued employment/ service with the Company or Subsidiary, as the case may be and 75% Options granted shall vest upon the corporate performance conditions imposed by the Committee.</p>	<p>Out of total number of Options to be granted, the vesting of 70% Options granted shall be contingent upon the Employee's continued employment/ service with the Company or Subsidiary, as the case may be and 30% Options granted shall vest upon the corporate performance conditions imposed by the Committee.</p>	<p>By increasing the proportion of options that vest based on continued employment, the Company aims to enhance the long-term commitment of employees and recognize their continuous contribution to the organization’s success. Therefore, it is expedient to amend the scheme to modify the vesting conditions under the SNL ESOS 2025.</p> <p>At the same time, retaining a portion of vesting linked to corporate performance ensures that employees remain aligned with the Company’s broader business goals and value creation</p>

			<p>for shareholders. The revised vesting mix therefore strikes a balanced approach between rewarding individual loyalty and acknowledging collective performance, fostering a stronger sense of ownership and long-term alignment between employees and the Company.</p> <p>The proposed amendments are not detrimental /prejudicial to the interest of the option holders /employees.</p>
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Further, the proposed amendment shall be applicable and effective on the entire pool of ungranted Options comprising 1,95,00,000 (One Crore Ninety-Five Lakhs) Options, under the SNL ESOS 2025.

Accordingly, the Nomination and Remuneration Committee (“**Committee**”) and the Board of Directors (“**Board**”) of the Company, at their respective meetings held on Friday, November 7, 2025 had approved the aforesaid proposed amendments, subject to the prior approval of the shareholders of the Company. As per the above rationale, the proposed amendments are not prejudicial to the interests of the employees. The beneficiaries of these amendments shall be the eligible employees who may be granted Options in future under the SNL ESOS 2025.

In this background, the Scheme is placed before the members for amendment in terms of the aforesaid SBEB Regulations after which your Company would be able to grant Options and issue Shares under the SNL ESOS 2025.

In terms of Section 62(1)(b) of the Companies Act, 2013 (the “**Act**”) and Rules made thereunder read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SBEB Regulations**”), features of the amended SNL ESOS 2025 are given as under:

a) Brief description of the Scheme:

The proposed scheme, SNL ESOS 2025, is designed to reward the eligible employees of the Company and its subsidiary company(ies) for their performance, and to encourage their continued contribution towards the Company’s growth and profitability. The Company also aims to leverage this Scheme as a talent retention tool, viewing stock options as a means for employees to share in the value they help create and to align their individual goals with the long-term objectives of the Company. Each stock option granted under SNL ESOS 2025 shall entitle the holder to convert it into one equity share of Company. After vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The eligible employees are expected to receive benefits based on their contribution to creating value for shareholders.

The SNL ESOS 2025 shall remain effective until (i) it is terminated by the Committee and/or the Board or (ii) the date on which all of the Stock Options available for issuance under the SNL ESOS 2025 have been issued and exercised, whichever is earlier.

b) Total number of options, shares or benefits, as the case may be, to be offered and granted

The total number of options, shares to be offered and granted under SNL ESOS 2025 shall remain the same, as last approved by the shareholders, which is as under:

A maximum of 1,95,00,000 (One Crore Ninety Five Lacs) Stock Options (‘ESOP Pool’) may be offered and granted

under the SNL ESOS 2025 to the Eligible Employees of the Company and its subsidiary companies, which on exercise would entitle not more than 1,95,00,000 (One Crore Ninety Five Lacs) fully paid-up Equity Shares of the Company of ₹2/- (Rupees Two only) each. Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment need to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the Scheme remain the same after any such corporate action. Accordingly, if any additional Options are granted by the Company, for making such fair and reasonable adjustment, the ceiling of aforesaid shall be deemed to be increased to the extent of such additional Options granted.

If any Stock Options granted under the SNL ESOS 2025 are lapsed/forfeited/surrendered, then such Stock Options shall be added back to the ESOP Pool and shall be available for further grant under the SNL ESOS 2025 as per the discretion of the Board and / or Committee.

Identification of classes of employees entitled to participate and be beneficiaries in the Scheme

The identification of classes of employees entitled to participate under SNL ESOS 2025 shall remain the same, as last approved by the shareholders, which is as under:

Following classes of employees and directors (collectively referred to as “Employees”) are eligible being:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether a whole-time director or not, including a non-executive director, who is not a Promoter or member of the Promoter Group; or
- (iii) an employee as defined in sub-clauses (i) and (ii) of the subsidiary company, working in India or outside India; but does not include
 - I. an employee who is a Promoter or belongs to the Promoter Group;
 - II. a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company;
 - III. an Independent Director.

The Committee while granting the Options to any eligible employee(s) of any subsidiary company, shall at its discretion, consider the factors including but not limited to the role(s) of such employee(s) for safeguarding the interest of the Company, or such employee’s contribution to the Company.

c) Requirements of vesting and period of vesting

All the Options granted on any date shall vest not earlier than the minimum vesting period of 1 (one) year and not later than maximum vesting period of 4 (Four) years from the date of grant. The Committee subject to minimum and maximum ceiling of vesting period shall have the power to prescribe the vesting schedule for a particular grant.

Provided further that in the event of death or permanent incapacity, the minimum vesting period of One (1) year shall not be applicable and in such instances, the Options shall vest on the date of death or permanent incapacity.

Provided further that in case of retirement, all the unvested options as on the date of retirement would continue to vest in accordance with the original vesting schedules even after the retirement unless otherwise determined by the Committee in accordance with the Company’s Policies and provisions of the then prevailing applicable laws.

The Options will be vested as per the respective vesting schedule only upon fulfillment of the following conditions, which shall be communicated to the eligible employee in the letter of grant issued at each such grant:

1. Continued employment/ service with the Company or Subsidiary, as the case may be; and
2. Additional vesting conditions based on Company performance:

In addition to the condition mentioned above, the vesting of Options shall also be dependent on the achievement of the

following company level performance parameters over the vesting period, wherein the Committee shall determine the extent of fulfilment of the vesting conditions:

- A. The Company performance parameters shall comprise any or a combination of the following two parameters:
- i. Revenue from Operations as per the standalone audited financial statements vis-a-vis target.
 - ii. Operating Profit before taxes computed as per the standalone audited financial statements vis-a-vis target.
 - iii. Any other performance conditions which Committee decides based on the business requirements.
 - iv. In case of employees of subsidiary companies, consolidated audited financial statements shall be considered in the aforementioned parameters.
- B. Vesting of Options based on achievement of performance parameters of the Company and its subsidiaries in following proportion:

Company Performance parameter	Options Vesting %
>=100% of target achievement	100% vesting
>=50% of target achievement	Proportionate vesting between 50% to 100%
<50% of target achievement	No vesting

- C. Out of total number of Options to be granted, the vesting of 70% Options granted shall be contingent upon the Employee's continued employment/ service with the Company or Subsidiary, as the case may be and 30% Options granted shall vest upon the corporate performance conditions imposed by the Committee.
- D. The Committee shall have the authority to determine the performance parameters applicable to an employee or a class of employees, based on their respective roles, and to assign relative weightages to each parameter as it deems appropriate. In making this determination, the Committee shall take into account both individual and corporate performance, assigning appropriate weight to each, depending on the employee's role within the organization. This approach is designed to foster the growth and success of the organization while simultaneously rewarding employees for their direct contributions for creating such value.

Further, in case of an eligible Employee who has been granted benefits under SNL ESOS 2025 is deputed or transferred (including resignation in connection with transfer) to join its subsidiary company, prior to vesting or exercise, vesting schedule and exercise period to remain same as per the terms of the grant.

d) Maximum period (subject to regulation 18(1) of SBEB regulations within which the options / benefits shall be vested

The maximum period within which the options shall be vested shall remain the same, as last approved by the shareholders, which is as under:

All the Options granted on any date shall vest not later than the maximum vesting period of 4 (Four) years from the date of each grant.

e) Exercise price or pricing formula

The exercise price or pricing formula shall remain the same, as last approved by the shareholders, which is as under:

The exercise price per Option shall be the Face Value of the equity shares on the date of Grant. However, the Exercise Price shall not be less than the face value of the equity share of the Company.

f) Exercise period/offer period and process of exercise/acceptance of offer

The exercise period shall remain the same, as last approved by the shareholders, which is as under:

The exercise period for vested Options shall be a maximum of 5 (Five) years commencing from the relevant date of vesting of Options, or such other shorter period as may be prescribed by the Committee at the time of grant. In case of death or Permanent Incapacity, the Committee may, at its discretion, allow such additional period for exercise which shall not be more than 12 months from the original prescribed exercise period.

The vested Options shall be exercisable by the eligible employees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and in such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and applicable taxes by the eligible employee. The Options shall lapse if not exercised within the specified exercise period.

g) Appraisal process for determining the eligibility of employees for the scheme

Appraisal process for determining the eligibility of employees under the scheme shall remain the same, as last approved by the shareholders, which is as under:

The appraisal process for determining employee eligibility shall be defined by the Committee from time to time.

The broad criteria for appraisal and selection may include parameters like grade, criticality, skills, potential contribution, and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

h) Maximum number of options, shares, as the case may be, to be offered and issued per employee and in aggregate, if any

The maximum number of Options to be offered and issued per employee and in aggregate shall remain the same, as last approved by the shareholders, which is as under:

The maximum number of options that may be granted to any individual employee of the Company or its subsidiary company (ies) under SNL ESOS 2025 in any financial year shall be less than 1% of the issued equity share capital (i.e. 48792108 equity shares) of the Company (excluding outstanding warrants and conversions) as on the date of the grant.

i) Maximum quantum of benefits to be provided per employee under a scheme

The maximum quantum of benefits to be provided per employee under the scheme shall remain the same, as last approved by the shareholders, which is as under:

The maximum quantum of benefits contemplated under the Scheme which shall be less than 1% of the issued equity share capital (i.e. 48792108 equity shares) of the Company.

Apart from the grant of Options as stated above, no other benefits are contemplated under the Scheme.

j) Whether the scheme is to be implemented and administered directly by the company or through a trust

SNL ESOS 2025 shall be implemented directly by the Company.

k) Whether the scheme involves new issue of shares by the company or secondary acquisition by the trust or both

SNL ESOS 2025 will involve a new issue of Equity Shares of the Company and will not involve any secondary acquisition.

l) The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc.

Not Applicable, as Company is directly implementing SNL ESOS 2025.

- m) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme.**

Not applicable, as SNL ESOS Scheme 2025 is not being implemented through a Trust.

- n) Statement to the effect that the company shall confirm to the Accounting Policies specified in Regulation 15 and Accounting Standards.**

The Company will follow and comply with Indian Accounting Standard (Ind AS) 102 - share-based payment and/ or any other applicable accounting standards as may be prescribed by the Central Government in terms of the Act and rules made thereunder, including the disclosure requirements prescribed therein in compliance with Regulation 15 of the SBEB Regulations.

In addition, the Company shall disclose such details as required under the applicable laws.

- o) Method which the Company shall use to value its options**

The Company shall follow 'fair valuation method' for valuation of Options as prescribed under Ind AS 102 on share based payment or any accounting standard / guidance note, as applicable, notified by the competent authorities from time to time.

- p) In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report**

Not applicable

- q) Declaration:**

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

- r) Lock-in period**

The Shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

- s) Conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct**

All vested options that remain unexercised as of the date of termination shall stand cancelled effective from the date of such termination. Likewise, all unvested options as on the termination date shall also stand cancelled with effect from the same date.

- t) Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee.**

All the Vested Options as on date of resignation or termination shall be exercisable by the Option Grantee on or before last working day or Exercise Period, whichever is earlier.

All the Unvested Options as on the date of resignation /termination shall stand cancelled with effect from such date of

resignation / termination.

u) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Scheme:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Scheme if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

A copy of original and draft amended SNL ESOS 2025 is available for inspection at the Company's registered office during official hours on all working days till the last date of the e-voting.

None of the Directors and key managerial personnel of the Company, including their relatives, are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under SNL ESOS 2025.

In this background, the Company seeks your approval by way of a special resolution pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 and Regulation 7 of SBEB Regulations, for the Amendment of SNL ESOS 2025, in Agenda item no.1.

By Order of the Board
For **STL Networks Limited**

Sd/-
Meenal Bansal
Company Secretary & Compliance Officer
Membership No. A - 35091
Address: Capital Cyberscape, 15th Floor,
Sector - 59, Gurugram, Haryana, 122102
Place: Gurugram
Date: November 07, 2025