



SPECTRUM TALENT MANAGEMENT LTD.

(Formerly known as Spectrum Talent Management Private Limited)

To,
National Stock Exchange of India Limited
The Listing Department
Exchange Plaza, C-1, Block G, Bandra Kurla
Complex, Bandra (East),
Mumbai- 400 051(Maharashtra)

Date:-28.11.2024

Symbol : SPECTSTM
ISIN: INE0OL001018

SUB: CORRIGENDUM TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING DATED NOVEMBER 14, 2024

Ref: Regulation 30 of SEBI (LODR) Regulations, 2015

Dear Sir/Ma'am,

This has reference to the Notice of Extra-Ordinary General Meeting dated November 14, 2024, which was already emailed to all the shareholders of the Company on November 14, 2024, together with Explanatory Statement to the members of the Company, pursuant to the provisions of Section 101 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings ("SS-2"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws and regulations, for seeking members approval in EGM for "Issuance of up to 15,00,000 Fully Convertible Warrants on a preferential basis to the persons belonging to "Promoter/ Promoter Group" and "Non-Promoter, Public Category".

This corrigendum is being issued to inform the members of the Company about certain alterations/modifications made in the Explanatory Statement of Special Resolution pertaining to Item No. 1 of EGM Notice dated November 14, 2024 as per the requirements of National Stock Exchange of India Limited (in response to the Company's application for in-principle approval for preferential issue) as detailed herein below:

- 1.) Changes in clause "Schedule of Implementation and Deployment of Funds" in Point No.1 (Objects of Preferential issue) of Explanatory Statement of Special Resolution.
- 2.) Changes in "Pre and Post issue shareholding pattern of the Company" in Point No.14 of Explanatory Statement of Special Resolution.
- 3.) Changes in clause "Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects" in Point No.19 of Explanatory Statement of Special Resolution
- 4.) Changes in para "None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in

PAN NO - AARCS4776M, CIN NO - L51100DL2012PLC235573

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the resolution set out at Item no. 1 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.” in Explanatory Statement of Special Resolution

Except as detailed in the attached corrigendum, all other terms and contents of the Notice of EGM shall remain unchanged.

The Corrigendum to the Notice of Extra-Ordinary General Meeting shall form an integral part of the said Notice and shall always be read in conjunction with this Corrigendum. Except above changes, all other particulars, details and contents of Notice of Extra-Ordinary General Meeting, shall remain unchanged.

This is for your information and records.

For Spectrum Talent Management Limited

(Nitesh Anand)
Company Secretary cum Compliance officer
Membership No. A28698

Encl. as above.

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**CORRIGENDUM TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING DATED
NOVEMBER 14, 2024**

**To,
The members of Spectrum Talent Management Limited**

Spectrum Talent Management Limited (the “**Company**”) had issued Notice of Extra-Ordinary General Meeting (EGM) dated November 14, 2024 to be held on Friday, December 06, 2024, together with Explanatory Statement to the members of the Company, pursuant to the provisions of Section 101 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“Companies Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings (“SS-2”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable laws and regulations, for seeking members approval in EGM for “Issuance of up to 15,00,000 Fully Convertible Warrants on a preferential basis to the persons belonging to “Promoter/ Promoter Group” and “Non-Promoter, Public Category”.

The Notice has already been mailed to Members of the Company on November 14, 2024.

This corrigendum is being issued to inform the members of the Company about certain alterations/modifications made in the Explanatory Statement of Special Resolution pertaining to Item No. 1 of EGM Notice dated November 14, 2024 as per the requirements of National Stock Exchange of India Limited (in response to the Company’s application for in-principle approval for preferential issue) as detailed herein below:

1.) The “Schedule of Implementation and Deployment of Funds” in Point No.1 (Objects of Preferential issue) of Explanatory Statement of Special Resolution pertaining to Item No. 1 as detailed in the said Notice shall be substituted and read as under:

Since present preferential issue is for convertible warrants, issue proceeds in respect of warrants shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI (ICDR) Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phases, as per the company’s business requirements and availability of issue proceeds latest by September, 2026. However, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

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2.) The “Pre and Post issue shareholding pattern of the Company” in Point No.14 of Explanatory Statement of Special Resolution pertaining to Item No. 1 as detailed in the said Notice shall be substituted and read as under:

The shareholding pattern of the Company before and after the proposed preferential issue will be as under:

Category	Pre-Issue Shareholding		Warrants to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants)	
	No. of fully paid up equity shares held	%		No. of fully paid up equity shares held	%*
A) Promoter/Promoter Group Shareholding					
A1) Indian					
a) Individuals & HUF	1,70,15,496	73.68	7,50,000	1,77,65,496	72.24
A2) Foreign Promoters	-	-	-	-	-
Total Promoter/Promoter Group Shareholding A=A1 +A2	1,70,15,496	73.68	7,50,000	1,77,65,496	72.24
B) Public Shareholding					
B1) Institutions (Domestic)	5,29,600	2.29	-	5,29,600	2.15
B2) Institutions (Foreign)	6,72,800	2.91	7,50,000	14,22,800	5.79
B3) Central Govt./State Govt./POI	-	-	-	-	-
B4) Others					
a) Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-	-
b) Key Managerial Personnel	-	-	-	-	-
c) Individuals	35,18,400	15.24	-	35,18,400	14.31
d) Bodies Corporate	7,83,200	3.39	-	7,83,200	3.18
e) Non Resident Indians (NRIs)	1,50,400	0.65	-	1,50,400	0.61
f) Others (Firm, HUF)	4,23,200	1.83	-	4,23,200	1.72
Total Public Shareholding B=B1+B2+ B3+B4	60,77,600	26.32	7,50,000	68,27,600	27.76
C) Non-Promoter - Non-Public	-	-	-	-	-
Total Shares (A+B+C)	2,30,93,096	100.00	15,00,000	2,45,93,096	100.00

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- (1) The pre-issue shareholding pattern is based on the latest BENPOS available with the Company i.e. November 08, 2024
- (2) *Post Issue shareholding: These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 24,59,30,960/- divided into 2,45,93,096 Equity Shares of Rs. 10/- each assuming full conversion of 15,00,000 warrants.
- (3) Post shareholding structure may change depending upon any other corporate action in between.

3.) The “Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects” in Point No.19 of Explanatory Statement of Special Resolution pertaining to Item No. 1 as detailed in the said Notice shall be substituted and read as under:

Vidur Gupta, Managing Director, and Sidharth Agarwal, Whole-time Director and CFO, both belonging to the Promoter Category of the Company, intend to subscribe to the Offer, with each committing to subscribe to up to 3,75,000 fully convertible warrants.

Except above, no other contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects.

4.) The para “None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.” in the Explanatory Statement of Special Resolution pertaining to Item No. 1 as detailed in the said Notice shall be substituted and read as under:

Vidur Gupta, Managing Director, and Sidharth Agarwal, Whole-time Director and CFO, both belonging to the Promoter Category of the Company are subscribing to this issue. Consequently, they and their relatives may be considered interested or concerned in the Resolution under Item No. 1.

Save and except the above, None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

Note: Except as referred above all other terms and contents of the EGM Notice shall remain unchanged.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and pursuant to the provisions of Sections 101 and 108 of the Act read with the rules framed thereunder and the MCA Circulars, this corrigendum is being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s) as on the cutoff date i.e. November 08, 2024.

We would like to inform all the members to cast their votes electronically during remote e-voting period from Tuesday, December 03, 2024 (09:00 A.M.) to Thursday, December 05, 2024 (05:00 P.M.) or during the EGM to be held on December 06, 2024, by considering the above corrigendum along with Notice of EGM.

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This Corrigendum to the Notice of EGM shall form an integral part of the said Notice, which has already been circulated to the Shareholders of the Company, and on and from the date hereof, the Notice of EGM shall always be read in conjunction with this Corrigendum. Accordingly, all concerned shareholders, Stock Exchanges, Depositories, Registrar and Share Transfer Agent, agencies appointed for e-voting, other Authorities, regulators, and all other concerned persons are requested to take note of the above changes.

This corrigendum is being uploaded on the website of the Company at www.stmpl.co.in and on the website of Central Depository Services (India) Limited at <https://www.evotingindia.com> and on the website of Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com.

By Order of the Board of Directors
Spectrum Talent Management Limited

(Nitesh Anand)
Company Secretary cum Compliance officer
ACS: 28698

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