

THIS ABRIDGED PROSPECTUS CONSISTS OF 10 PAGES. PLEASE ENSURE THAT YOU GET ALL THE PAGES



STL NETWORKS LIMITED

CIN: U72900PN2021PLC199875; Date of incorporation: March 26, 2021

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Pune, Maharashtra, India, 411001	Same as registered office	Amit Deshpande	Email: secretarial@stl.tech Telephone: 020 3051 4000	https://stl.tech/ *

* The website of STL Networks Limited is under development. Hence, the website of the promoter i.e. Sterlite Technologies Limited has been provided

ABRIDGED PROSPECTUS

This is an abridged prospectus (“Abridged Prospectus”) prepared solely in connection with the proposed Scheme of Arrangement under Section 230 To Section 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (collectively the “Act”) between Sterlite Technologies Limited (“STL” or “Demerged Company”) and STL Networks Limited (“SNL” or “Resulting Company” or “the Company”) and their respective shareholders and creditors, (hereinafter referred to as the “Scheme”). This Abridged Prospectus discloses applicable information of the unlisted company i.e., SNL, in compliance with the SEBI Circular No. SEBI/HO/DDHS/PoD1/CIR/P/2023/150 dated September 04, 2023 (“SEBI 2023 Circular”) and SEBI Master Circular No. SEBI/HO/DDHS/PoD1/P/CIR/2023/108 dated July 29, 2022 as amended, to the extent applicable (“SEBI Master Circular”)

This Abridged Prospectus is prepared to comply with the requirements of Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Para 4(a) of Part I of Annex - XII-A of the SEBI Master Circular, setting out details in relation to the Resulting Company, and in accordance with the disclosures required to be made in the format specified for an abridged prospectus in SEBI 2023 Circular.

You may download the Abridged Prospectus along with the Scheme and other relevant documents from the website of the Demerged Company at <https://stl.tech/>, BSE Limited (“BSE”) (www.bseindia.com) and the National Stock Exchange of India (“NSE”) (www.nseindia.com) (hereinafter BSE and NSE collectively referred as “Stock Exchanges”) where the equity shares of the Demerged Company are listed.

Pursuant to the Scheme, it is proposed to demerge the Global Services Business undertaking (“Demerged Undertaking”) of the Demerged Company into the Resulting Company and cancellation of all the issued share capital of the Resulting Company which shall be affected as a part of the Scheme and not in accordance with Section 66 of the Act.

Global Services Business division of the Demerged Company is engaged, both directly and through its subsidiaries, in system integration telecom network solutions and laying/developing private network infrastructure on turn-key project contract basis and provision of related services both in India and overseas, such as, fiber deployment services, managed

services, system integrations services, FTTH deployment services, operations and maintenance of fiber and other MPLS based networks.

The Scheme is subject to approvals of relevant regulatory authorities, such as, amongst others, SEBI/ Stock Exchanges and the relevant benches of Hon'ble National Company Law Tribunal ("NCLT"). The Demerged Company has received the Observation Letters dated September 15, 2023 and September 28, 2023 from NSE and BSE respectively, including SEBI comments on the Scheme.

This Abridged Prospectus dated June 7, 2024 should be read together with the Scheme and the notice sent to the shareholders of the Demerged Company.

BRIEF DESCRIPTION OF ISSUE

The Resulting Company is not issuing any non-convertible securities and hence, this clause is not applicable.

GENERAL RISKS

Investors are advised to read the section titled "**Risk Factors**" on page 6. For taking an investment decision, investors must rely on their own examination of Sterlite Technologies Limited, STL Networks Limited and the Scheme, including the risks involved. This Abridged Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India ("SEBI"), any Registrar of Companies or any Stock Exchange in India nor does SEBI guarantee the accuracy or adequacy of the contents of this Abridged Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

The Resulting Company, having made all reasonable inquiries, accepts responsibility for and confirms that the Abridged Prospectus contain all information as per SEB 2023 Circular and SEBI Master Circular and material in the context of the Scheme; that the information contained in the Abridged Prospectus is true and correct in all material respects and is not misleading in any material respect; that there are no other material facts, the omission of which makes the Abridged Prospectus as a whole or any such information misleading in any material respect in relation to the Scheme.

CREDIT RATING

Name of Credit Rating Agency(ies)	Rating(s) obtained	Date(s) of the press release of the Credit Rating Agency
Not Applicable		

LISTING

Not Applicable

PROMOTERS OF SNL

SR. NO.	NAME	INDIVIDUAL/ CORPORATE	DETAILS OF CORPORATE PROMOTER
1.	Sterlite Technologies Limited	Corporate	<p>STL is a public limited company incorporated on 24 March 2000 under the provisions of the Companies Act, 1956 and having its registered office at 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune 411001, India. The corporate identification number of STL is L31300PN2000PLC202408. The equity shares of STL are listed on both BSE and the NSE. The non-convertible debentures of STL are listed on BSE STL is a global integrator of digital networks and is primarily engaged in designing, manufacturing and marketing of a wide array of optical products and providing information technology/information technology enabled services and network services. The portfolio offerings of STL are categorized into the following business verticals:</p> <ul style="list-style-type: none"> ▶ Optical Networking Business ("ONB");

			<ul style="list-style-type: none"> ▶ Global Services Business (“GSB”); and ▶ Digital & Technology Solutions (“DTS”). <p>As on May 17, 2023, (being the date of board approval on the Scheme) the Demerged Company holds 50,000 equity shares constituting 100% of the equity share capital of Resulting Company.</p> <p>As on 31 May 2024, the promoter and promoter group of STL hold 44.18% stake in STL.</p>
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BOARD OF DIRECTORS*				
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Sr. No.	Name	Designation (Independent / Whole time / Executive / Nominee)	Experience & Educational Qualification	Other Directorships
1	Ankit Agarwal DIN: 03344202	Whole time director	<p>Qualification:</p> <p>Ankit holds a Bachelor’s degree from the University of Southern California and an MBA degree from London Business School. He is a strong business development professional skilled in Management, Business Development, Sales Management, Competitive Analysis and Strategy.</p> <p>Experience:</p> <p>Ankit has an over all experience of 14 years with a demonstrated history of working in the telecommunication industry. He is currently the Managing Director of STL. Formerly, Ankit was the CEO of the Connectivity Solutions Business, which he helped expand to over 100 countries and oversaw multiple strategic acquisitions and joint ventures in Italy, Brazil and China. He led STL's launch of first-in-the-world Eco-labelled Certified Optical Products and has been instrumental in formulation of strategic partnerships with operators globally.</p> <p>Prior to STL, Ankit led the Corporate Strategy of Vedanta Resources and played a key role in Vedanta’s strategic transactions including its \$8.6 billion acquisition of Cairn India, and \$2.6 billion bid for ASARCO. During his time in the Investment Banking division of Deutsche Bank (London) prior to his stint at Vedanta, he played a significant role in cross-border</p>	<p>Indian Companies:</p> <ul style="list-style-type: none"> ▶ Sterlite Technologies Limited ▶ STL Optical Tech Limited ▶ STL Digital Limited ▶ Twin Star Display Technologies Limited ▶ Sterlite Innovative Solutions Limited <p>Foreign Companies:</p> <ul style="list-style-type: none"> ▶ Sterlite Global Ventures (Mauritius) Ltd ▶ STL Digital Inc., USA ▶ PT Sterlite Technologies, Indonesia

			transactions such as Tata Steel's acquisition of Corus for US\$12 billion.	
2	Praveen Cherian DIN: 01991389	Non Executive Director	<p>Qualification:</p> <p>He is an Engineer in Electronics and Telecommunications with MBA in Sales and Marketing. He is serving on the Board of two IT Services companies in India.</p> <p>Experience:</p> <p>He has an over all experience of 27 years.</p> <p>A proven senior executive and a strong strategic thinker, Praveen has three decades of experience in handling high growth teams and business units across multiple industries. He comes with diverse experience ranging from leading large Business Units to Sales, Service Delivery, Marketing & Strategy, Business Operations with both local and international exposure.</p> <p>Prior to joining STL, Praveen was most recently heading the Infrastructure Services business for IBM across India / South Asia region. He has performed various other roles including CEO of Network Solutions, Director and Head - Cloud Services Business, Practice Leader for Asia Pacific region and started his career at Wipro Infotech. He was instrumental in growing the services business of IBM and leading relationships with many of IBM's strategic clients.</p>	<p>Indian Companies:</p> <ul style="list-style-type: none"> ▶ Speedon Network Limited ▶ Sterlite Telesystems Limited <p>Foreign Companies:</p> <ul style="list-style-type: none"> ▶ NIL
3	Gopal Chandra Rastogi DIN: 10302407	Non-Executive Director	<p>Qualification:</p> <p>Gopal has attended the Indian School of Business (ISB) at Hyderabad. He is also a qualified Chartered Accountant from the Institute of Chartered Accountants of India and a Certified Management Accountant from the Institute of Management Accountants (US).</p> <p>Experience:</p> <p>He has an over all experience of 19 years.</p> <p>Gopal has rich experience in the areas of Business Partnering, Corporate & Strategic Planning, Controllership, Financial Reporting, Financial Planning & Analysis, Revenue Assurance, Cash-flow</p>	<p>Indian Companies:</p> <ul style="list-style-type: none"> ▶ Speedon Network Limited ▶ Sterlite Innovative Solutions Limited <p>Foreign Companies:</p> <ul style="list-style-type: none"> ▶ NIL

			<p>Management and P&L Delivery. He has partnered with Leadership team for Strategy formulation and Implementation across the organisation. Played key role in driving major business transformation. Designed Finance Next and created operational & cost efficiencies resulting to stakeholders value maximisation. Orchestrated globalisation of business and set-up operations from scratch in US, the UK and Germany. Played a pivotal role in acquisition and seamless integration of multi-million dollar targets in the market of UK and Europe mainland.</p>	
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**As on the date of this Abridged Prospectus*

OBJECTS/ RATIONALE OF THE SCHEME				
<p>Rationale for demerger of the Demerged Undertaking from the Demerged Company into the Resulting Company</p>				
<p>(i) The Global Services Business and other business verticals of the Demerged Company have been commenced and nurtured over different periods of time. They are currently at different stages of growth and maturity with each having distinct market dynamics, geographic focus, strategy, capital requirements and investor interest. The Demerged Undertakings and the Remaining Undertaking have both achieved scale and experience to sustain business independently in terms of profitability, turnover, order book, customer profile, talent, etc. Hence, segregation of the Demerged Undertaking into a separate entity would enable focused managements to explore the potential business opportunities more effectively and efficiently in the respective business;</p>				
<p>(a) The nature of opportunities, growth areas, risk and competition inherent in the Global Services Business is distinct from the Remaining Undertaking of the Demerged Company, since it is subject to distinct business cycle and market structure, necessitating different management approaches, focus and it is capable of attracting different set of investors, strategic partners, talent, lenders and other stakeholders.</p>				
<p>(b) Further growth and expansion of the Global Services Business would require a differentiated strategy aligned to its industry specific risks, market dynamics and growth trajectory. Moreover, the Global Services Business has now reached a meaningful scale and will be able to benefit by becoming independently focused company.</p>				
<p>(c) The Government of India’s commitment to BharatNet phase three, which is a \$10 billion plus program, gives an opportunity to the Demerged Company to grow its core business, i.e. the Optical Network Business and also provides consequent opportunities for the Global Services Business. Similarly, the Demerged Company is seeing an acceleration on the 5G deployment front which is driving requirement for fiber roll-out for network. In light of the above, there is a need for the activities of the Global Services Business and the other businesses of the Demerged Company to be organized and managed in a distinct way to tap in on the opportunities arising from the growing demand of telecom infrastructure in the country.</p>				
<p>(ii) Thus, the Demerger is expected to lead to following benefits:</p>				
<p>(a) allowing respective businesses to create a strong and distinct platform which enables greater flexibility to pursue long-term objectives;</p>				

- (b) better alignment of the respective businesses to its customers and to improve competitiveness, operational efficiencies and strengthen its position in the relevant marketplace resulting in a more sustainable long-term growth and competitive edge;
- (c) enabling accelerated growth of ONB and allowing the GSB to explore suitable strategies to fund its growth plans;
- (d) creation of an independent company focusing exclusively on GSB and exploring opportunities in the said sector. The independent company can attract different sets of investors, strategic partners, lenders and other stakeholders having a specific interest in the GSB;
- (e) the Demerger and consequent issue of equity shares by the Resulting Company are proposed to allow shareholders of the Demerged Company and investors to invest in the distinct key businesses and allow shareholders to unlock the value of their investments;
- (f) dedicated and specialized management focus on the specific needs of the respective businesses.

For further details, please refer to the Scheme.

Unless otherwise defined, capitalized terms used but not defined in this section shall have the same meaning assigned to such terms in the Scheme.

BUSINESS OVERVIEW

Company overview

SNL is an unlisted public company incorporated on March 26, 2021 under the provisions of the Companies Act, 2013 and has its registered office at 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune 411001, India. The Corporate Identification Number of the Resulting Company is U72900PN2021PLC199875.

SNL is a wholly owned subsidiary of STL. Currently, the shares of SNL are not listed on the Stock Exchanges.

The main object of SNL is to provide comprehensive services for network modernization, including design, development, sale and maintenance of telecommunication systems, creating interconnected data centers and providing thereby providing a comprehensive cyber infrastructure.

Product/Service Offering: Yet to commence its business activities

Geographies Served: Not applicable, since the Company does not have any active business operations as on the date of this Abridged Prospectus.

Client Profile or Industries Served: Not applicable, since the Company does not have any active business operations as on the date of this Abridged Prospectus.

Intellectual Property, if any: Nil

Manufacturing plant, if any: Nil

Employee Strength: Nil

Upon the Scheme becoming effective, all employees of STL engaged in or in relation to the Demerged Undertaking shall become employees of SNL.

RISK FACTORS

The risk factors as identified by SNL are as follows:

1. The Company has been incorporated with an object to provide comprehensive telecommunication and cyber infrastructure services.
2. The Company has been incorporated with an object to provide comprehensive telecommunication and cyber

infrastructure services. The completion of implementation of the Scheme is subject to receipt of various approvals, including approval from shareholders and creditors of STL and SNL, regulatory authorities and the NCLT. In the event that these approvals are not received, STL may not be able to effect the transfer of the GSB Undertaking to the Resulting Company, which will result in its inability to complete the Scheme. Further, the objects and benefits mentioned in the Scheme will not be achieved.

3. In accordance with Indian law, permission for listing and trading of Equity Shares shall be granted only after completion of issue and the allotment of the Equity Shares pursuant to the Scheme. The timelines for listing of Equity Shares may vary according to the completion of the actions as listed in the Scheme. Listing of the Equity Shares does not guarantee that a trading market for the Equity Shares would develop. Accordingly, prospective shareholders should be prepared to hold their Equity Shares for an indeterminate period of time.
4. Non-compliance with and changes in, safety, health, environmental and labour laws and other applicable regulations, may adversely affect business operations of the Company.
5. The Company shall face immense competition from both domestic as well as multinational corporations and inability to compete effectively may have adverse impact on the business operations of the Company.
6. Economic slow-down, recession, down-grade in credit ratings, health pandemics, natural calamities would adversely affect the business of the Resulting Company.
7. The Company's inability to effectively manage credit, market and liquidity risk may have an adverse effect on its earnings, capitalization, credit ratings and cost of funds.
8. The Resulting Company's performance and growth will be dependent on the performance of the Indian and global economy, which in turn, depends on various external factors. The Indian economy has been affected by global economic uncertainties, volatility in interest rates, currency exchange rates, commodity and various other macroeconomic factors as well as regulatory changes. Any downturn in the macroeconomic environment in India could materially and adversely affect the business, prospects, financial condition, results of operations and cash flows of the Company.
9. The Resulting Company's operations would include usage of IT systems, networks, and communications infrastructure. Any interruptions or breakdowns in such systems could impact the effectiveness of delivering services and updates to the customers. Regular upgradation of IT infrastructure is necessary, without which Company's ability to efficiently manage its business and deliver accurate information to various internal and external stakeholders could be impaired.
10. Any inability to attract and retain skilled personnel and other talented professionals or any loss of senior management or other talented professionals may adversely impact the Resulting Company's business.

FINANCIAL HIGHLIGHTS

The key operational and financial parameters of the Resulting Company based on the audited standalone financials are given below:

Balance Sheet	FY2024	FY2023	FY2022
Property, Plant and Equipment (including Capital Work in Progress and Investment Property)	-	-	-
Intangible Assets (including Intangible Assets under Development)	-	-	-
Financial Assets (Current and Non-current)	-	-	-
Other Non-Current assets	-	-	-
Current assets	2,893	4,513	4,513

Total Assets	2,893	4,513	4,513
Financial Liabilities (Current and Non-Current)			
- Borrowings (including interest)	-	-	-
- Other Financial Liabilities			
Non-Current Liabilities	-	-	-
Current Liabilities	2,637	2,419	1,000
Provisions	-	-	-
Total Liabilities	2,637	2,419	1,000
Equity (Equity Share Capital and Other Equity)	255	2,094	3,513
Total Equity and Liabilities	2,893	4,513	4,513
Profit and Loss			
Total revenue from operations	-	-	-
Other Income	-	-	-
Total Income	-	-	-
Total Expenses	1,838	1,419	1,487
Profit/ loss for the period	(1,838)	(1,419)	(1,487)
Other Comprehensive income	-	-	-
Total Comprehensive Income	(1,838)	(1,419)	(1,487)
Earnings per equity share:			
(a) basic; and	(0.04)	(0.03)	(0.03)
(b) diluted			
Cash Flow			
Net cash (used in)/ generated from operating activities (A)	(2,745)	-	-
Net cash (used in)/ generated from investing activities (B)		-	-
Net cash (used in)/ generated from financing activities (C)		-	4,513
Net Increase/ (decrease) in Cash and Cash Equivalents	(2,745)	-	4,513
Opening Balance of Cash and Cash Equivalents	4,513	4,513	-
Cash and cash equivalents at end of the period	1,768	4,513	4,513

Note: STL Networks Limited does not have any subsidiaries and hence, the Company does not prepare consolidated financial statements.

OBJECTS OF THE ISSUE

Not Applicable

ISSUE PROCEDURE

Not Applicable

DEBT-EQUITY RATIO FOR FY 2023-2024 (AUDITED)

Particulars	Amount (INR hundreds)
Debt	-
Total Debt	-
Shareholders' Funds	
Equity Share Capital	5,000
Reserves and Surplus	(4,745)
Total Shareholders' Funds	255
Debt-Equity Ratio (no. of times)	0

SHAREHOLDING PATTERN (PRE-SCHEME)

Sr. No.	Particulars	Number of shares of Rs. 10 Face Value	% of holding
1.	Promoter and Promoter Group	50,000*	100%
2.	Public	-	-

	Total	50,000	100%
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*Includes 6 nominee shareholders who hold 6 equity shares together with STL. Beneficial interest is with STL.

Note: Upon the Scheme becoming effective, shareholders of STL will be allotted equity shares of SNL in accordance with Clause 16 of the Scheme and therefore, will become equity shareholders of SNL. The Promoter and Promoter Group of STL shall be the Promoter and Promoter group of SNL in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, pursuant to the Scheme all the issued share capital of the Resulting Company held by STL shall be cancelled.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations as on April 30, 2024 by and against the Resulting Company, its Directors, Promoters and Subsidiaries and the total amount involved:

Name of entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations [^]	Aggregate amount involved (Rs in crores)*
Company (SNL)						
By the Company (SNL)	-	-	-	-	-	-
Against the Company (SNL)	-	-	-	-	-	-
Directors						
By our Directors	-	-	-	-	-	-
Against the Directors	-	-	-	-	-	-
Promoters (STL)						
By Promoters (STL)	3	2	-	-	11	1,331
Against Promoters (STL)	2	2	2	-	8	1,151
Subsidiaries*						
By Subsidiaries	Not applicable					
Against Subsidiaries						

* Resulting Company does not have any subsidiaries

** to the extent ascertainable

[^] Civil litigations involving amount of more than INR 7 crores are considered to be material

B. Brief details of top 5 material outstanding litigations against the Company and amount involved as on March 31, 2024

Sr. No.	Particulars	Litigation filed by	Current status	Amount involved
		Nil		

- C. Any litigation or legal action pending or taken by a Government Department or a statutory body or regulatory body during the three years immediately preceding the year of the Scheme against the promoter of the Company, if any
- a. STL paid Rs 1,27,440 on November 28, 2022, and Rs 1180/- on February 3, 2023 respectively, for delay in submission of intimation under regulation 57(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter alia, informing about payment of interest/redemption of Commercial Papers of the Company. However, interest payment was made to the investor as per the record date.
- D. Brief details of outstanding criminal proceedings against Promoters
- a. Station House Officer/Incharge, Police Station, Domana, Jammu (the “PS Domana”) filed a first information report dated January 20, 2017 (the “FIR”) registered under Sections 337 and 304A of the erstwhile Jammu and Kashmir State Ranbir Penal Code, 1932 against STL and its employees in connection with a car accident, resulting in the death of five people and injury to two people. STL filed a petition under Section 561-A of the Code of Criminal Procedure, 1973 before the High Court of Jammu and Kashmir (the “High Court”) (the “Petition”) against the State of Jammu and Kashmir (the “Respondent No. 1”) and PS Domana seeking inter alia, quashing of the FIR. STL also filed a miscellaneous application before the High Court seeking a stay on the FIR and the investigation being conducted against our Company until the final outcome of the Petition. The matter is currently pending.
- b. STL appealed to CESTAT, Mumbai against a Commissioner's order regarding two show cause notices under the Customs and Excise Acts, contesting an INR15 crore customs fine for FY 2002-2003. CESTAT's June 17, 2005, order rejected STL's claims, leading STL to challenge it. Meanwhile, the Commissioner accused STL and others of selling duty-free imported goods domestically, violating the EOU Scheme, and sought legal action for unpaid duties and fines totalling ₹183.67 crore. STL filed a special leave petition and a civil appeal with the Supreme Court, alleging violations of justice principles, and sought settlement under the Sabka Vishvas Scheme for ₹84.33 crore in excise duties. STL settled by paying ₹39.17 crore, but the appeal over the remaining ₹15 crore is still pending.

MATERIAL DEVELOPMENTS

Not Applicable

DECLARATION BY THE COMPANY

We, hereby, declare that all applicable provisions in connection with the Scheme, including under the Companies Act 2013, and the directions/ regulations issued by Government of India or SEBI or any other competent authorities in this respect from time to time, as the case may be, have been complied with and no statement made in the Abridged Prospectus is contrary to the such requirements. We, further certify that the Abridged Prospectus does not omit disclosure of any material information that may make the statements made herein, in the light of the circumstances in which they were made, misleading and that all statements in the Abridged Prospectus are true and correct in all material respects.

For and on behalf of **STL Networks Limited**

Name: Ankit Agarwal

Designation: Director

DIN: 03344202

Date: June 7, 2024

Place: Mumbai