



**STERLITE TECHNOLOGIES LIMITED**

CIN: L31300PN2000PLC202408

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**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE is hereby given that an Extra Ordinary General Meeting (“**EGM**”) of the members of Sterlite Technologies Limited (“the **Company**”) will be held on Wednesday, March 4, 2026 at 10:30 A.M. (IST) through Video Conferencing (“**VC**”)/ Other Audio Visual Means (“**OAVM**”) to transact the following businesses:

**SPECIAL BUSINESS:**

**1. Approval for alteration of the Articles of Association of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013 (the “**Act**”) and the Companies (Incorporation) Rules, 2014 and all other applicable provisions under the Act, (including any statutory amendment(s), modification(s), clarification(s), substitution(s), enactment(s) or re-enactment(s) thereof for the time being in force) and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities, the approval of the Board of Directors (hereinafter referred to as the “**Board**”), the approval of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company as under:

(a) The exiting Article 4 to be amended to state that:

“Subject to the provisions of the applicable laws and these Articles, the Board may issue and allot securities in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any security which may be so allotted may be issued as fully paid-up or partly paid-up or otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.”

(b) The existing Article 5 to be amended to state that:

“Subject to compliance with applicable laws, the Company, may issue the following kinds of securities in accordance with these Articles:

- (a) Equity share capital:
    - (i) with voting rights; and/ or
    - (ii) with differential rights as to dividend, voting or otherwise in accordance with applicable laws;
  - (b) Preference share capital;
  - (c) Convertible securities, including partly and fully convertible securities; and
  - (d) Warrants convertible into equity shares of the Company
  - (e) Non-convertible securities
  - (f) Such other securities (convertible or non-convertible) as may be allowed under the Companies Act and other applicable Regulations.”
- (c) The existing Article 14 to be amended to state that:
- (1) Subject to applicable law, the Board or the Company, as the case may be, issue further securities to –
    - (a) persons who, at the date of offer, are holders of equity shares of the Company, such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
    - (b) employees under any scheme of employees’ stock option; or
    - (c) any person, whether or not those persons, include the persons referred to in clause (a) or clause (b) above.
  - (2) A further issue of securities may be made in any manner whatsoever as the Board may determine including by way of public issue through prospectus, private placement, preferential offer, rights issue, bonus issue or in any other manner that the Board may deem fit, subject to and in accordance with applicable law.”

**RESOLVED FURTHER THAT** the Board (or a Committee thereof) and/ or Company Secretary be and is hereby severally authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution and to settle all questions/ doubts/ queries/ difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

## **2. Approval for the issuance of warrants convertible into Equity Shares to Twin Star Overseas Limited, Promoter of the Company on a Preferential basis:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the “**Act**”); and in accordance with the Foreign Exchange

Management Act, 1999, as amended or restated ("**FEMA**"), and rules, circulars, notifications, regulations and guidelines issued under the FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), in each case, as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India ("**SEBI**") and/ or any other statutory or regulatory authorities, including the BSE Limited and National Stock Exchange of India Limited (collectively, "**Stock Exchanges**") on which the equity shares of the Company are listed from time to time and to the extent applicable, and enabling provisions of the Memorandum of Association of the Company and the Articles of Association of the Company, as amended, the approval of the Members of the Company is hereby accorded to authorize the Board of Directors (or a Committee authorized by the Board ) to create, issue and allot up to 4,53,00,000 (Four Crores Fifty Three Lakhs) warrants, at a price of Rs. 110 (Rupees One Hundred Ten only) (including the warrant subscription price and the warrant exercise price) per Warrant ("**Warrant Issue Price**"), each convertible into, or carrying a right exercisable by the Allottee to subscribe to 1 (one) fully paid up equity share of the Company of face value of Rs. 2 (Rupees two only) at a premium of Rs. 108 (Rupees One Hundred Eight) per share ("**Warrant**"), aggregating up to Rs. 498,30,00,000 (Rupees Four Hundred Ninety Eight Crores Thirty Lakhs only) ("**Total Issue Size**"), for cash consideration, to the persons listed below ("**Allottee**") by way of preferential issue on a private placement basis, in accordance with the terms of the Warrants, as set out herein, subject to applicable law and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations:

<b>Name of Allottees</b>	<b>Category</b>	<b>No. of Warrants</b>	<b>Warrant Subscription Amount (Rs. in crore)</b>	<b>Warrant Exercise Amount (Rs. in crore)</b>
Twin Star Overseas Limited	Promoter	4,53,00,000	124.57	373.73

**RESOLVED FURTHER THAT**, in terms of Regulation 161 of Chapter V of the SEBI ICDR Regulations, the "**Relevant Date**" for the purpose of determining the floor price for the issue and allotment of the Warrants is February 2, 2026, being the date that is 30 (thirty) days prior to the date of the Extraordinary General Meeting"

**RESOLVED FURTHER THAT** the Warrant Issue Price for the preferential issue is not less than the floor price arrived at in accordance with Regulation 164 of Chapter V of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT**, the Warrants and allotment of equity shares on exercise and conversion of the Warrants, shall be subject to the following terms and conditions and as prescribed under applicable laws:

- (a) the Allottee shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) fully paid up equity share against each Warrant;

- (b) the minimum subscription amount which is equivalent to 25% (twenty-five per cent) of the Warrant Issue Price shall be paid by the Allottee at the time of allotment of each Warrant. The Allottee will be required to make further payments of such amount which is equal to 75% (seventy-five per cent) of the Warrant Issue Price at the time of exercise of the right attached to the Warrant to exercise and convert the Warrant(s) and subscribe to equity shares of the Company;
- (c) the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for issuance of the Warrants, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of the last of such approvals or permissions;
- (d) the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association of the Company and Articles of Association of the Company and shall rank pari passu with the existing equity shares of the Company in all respects;
- (e) equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to receipt of necessary permissions or approvals as the case may be;
- (f) the Warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by themselves, until exercised and converted into equity shares, shall not give the Allottee any rights with respect to that of an equity shareholder of the Company in respect of such Warrants;
- (g) the right attached to the Warrant(s) to convert the Warrant(s) and subscribe to equity shares of the Company may be exercised by the Allottee, in one or more tranches on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without further approval from the members of the Company, allot the corresponding number of equity shares of the Company in dematerialized form;
- (h) the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants;
- (i) the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of the rights attached to the Warrant to convert the Warrant and subscribe to equity shares of the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- (j) to the extent the option on the Warrant remains unexercised by the Allottee within 18 (eighteen) months from the date of allotment, such unexercised Warrant(s)

shall lapse and the amount paid to the Company at the time of subscription to such unexercised Warrant shall stand forfeited;

- (k) the Warrants shall be exercised by the Allottee in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI Listing Regulations, the Securities Contracts (Regulation) Rules, 1957 and any other regulations and guidelines issued by SEBI or applicable regulatory authorities as the case may be or any modifications thereof; and
- (l) the Allottee shall make payment of the Warrant Issue Price from its own bank account into the designated bank account of the Company.

**RESOLVED FURTHER THAT**, the pre-preferential allotment shareholding of the Allottee in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 42 of the Act read with Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules 2014 and other applicable provisions, if any, of the Act, the name of the Allottee be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Warrants and private placement offer letter in Form No. PAS-4 containing the terms and conditions, together with an application form be issued to the Allottee inviting them to subscribe to the Warrants."

**RESOLVED FURTHER THAT** the subscription amount shall be deposited in a separate bank account opened for the purpose of the preferential issue.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (or a Committee thereof), and the key managerial personnel of the Company, be and are hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- (a) to issue and allot the Warrants and such number of equity shares as may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- (b) to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to give effect to the above resolutions, including to make applications to applicable regulatory authorities, including but not limited to applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be issued and allotted pursuant to the preferential issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon such conversion of the Warrants;

- (c) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Allottee, and to give effect to any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants, and to determine the form, terms and timing of the preferential issue, including finalizing the Allottee, based on mutual discussions with the Allottee, to whom the Warrants shall be finally issued and allotted, and the number of Warrants to be allotted in one or more tranches (including the equity shares to be allotted upon conversion of the Warrants);
- (d) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- (e) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- (f) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Promoter Preferential Issue and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
- (g) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to give effect to any modification to the foregoing, and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any committee of the Board or any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

**RESOLVED FURTHER THAT**, the Board (or a Committee thereof) and/ or any of the Directors or Company Secretary be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution and to settle all questions/ doubts/ queries/ difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the members of the Company to the end and

intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By order of the Board of Directors  
of **Sterlite Technologies Limited**

Date: February 7, 2026  
Place: Pune

**Mrunal Asawadekar**  
**Company Secretary & Compliance Officer**  
**(ACS 24346)**  
4<sup>th</sup> Floor, Godrej Millennium,  
Koregaon Road 9, STS 12/1,  
Pune 411001.

**NOTES:**

1. The Ministry of Corporate Affairs (“**MCA**”) vide its various circulars issued from time to time have permitted the holding of the Extra Ordinary General Meeting (“**EGM**” or ‘Meeting’) through Video Conferencing (“**VC**”)/ Other Audio Visual Means (“**OAVM**”) facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“**Act**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and the relevant MCA Circulars, the EGM of the Company is being conducted through VC/ OAVM, and does not require physical presence of members at a common venue.
2. In terms of the Circulars, since physical attendance of Members has been dispensed with the facility for appointment of proxies by the Members is not available for this EGM. However, Corporate Members are entitled to appoint authorised representatives under section 113 of the Act, to attend and participate in the EGM through VC/ OAVM and cast their votes both by way of remote e-voting and voting electronically at the meeting. Corporate members are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the EGM on its behalf and to vote through remote e-voting. The said Resolution/ Authorisation shall be sent to the Scrutinizer by e-mail through its registered e-mail address to [narasimhan.b8@gmail.com](mailto:narasimhan.b8@gmail.com) and [venkatk60@yahoo.co.in](mailto:venkatk60@yahoo.co.in) and [venkatk1960@gmail.com](mailto:venkatk1960@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [secretarial@stl.tech](mailto:secretarial@stl.tech).
3. The businesses set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The Company has availed the services of KFin Technologies Limited, Registrar and Transfer Agent of the Company (“**RTA**” or “**KFin**”), as the authorised agency for conducting of the EGM through VC/ OAVM and providing e-voting facility. Detailed instructions for e-voting and procedure for joining the EGM through VC/ OAVM are annexed to this Notice.
4. Members attending the EGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Institutional Investors, who are members of the Company are encouraged to attend and vote at the EGM of the Company.

6. In compliance with the aforesaid circulars, the Notice of the EGM is being sent only through electronic mode to the Members whose e-mail addresses are registered with the Company or the Depository Participant(s) (DP). The Members who have not yet registered their email addresses are requested to register the same with their DP in case the shares are held by them in electronic form and with the Company or KFin in case the shares are held by them in physical form. The Notice will also be available on the Company's website [www.stl.tech](http://www.stl.tech), websites of the Stock Exchanges i.e. 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) respectively, and on the website of KFin at <https://evoting.kfintech.com>.
7. The deemed venue for the EGM shall be the Registered Office of the Company at 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune - 411001
8. Members who have not registered their e-mail address or registered an incorrect email address and in consequence Notice of the EGM could not be serviced, may also temporarily get their email address and mobile number registered with KFin, by clicking the link: <https://ris.kfintech.com/client/services/mobilereg/mobileemailreg.aspx> for sending the same. Alternatively, member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio)/ copy of share certificate (in case of physical folio) via e-mail at the e-mail id [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) for obtaining the Notice of the EGM by email/physical copy.
9. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, NECS, ECS mandates, power of attorney, change of address/ name/ email address(es), etc. to their DP only and not to KFin. Changes intimated to the DP will automatically get reflected in the Company's records which will help the Company and its RTA to provide efficient and better service to the Members. Members holding shares in physical form are requested to advise such changes, if any, to KFin.
10. SEBI vide its circular dated January 25, 2022, has mandated that listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold share certificates in physical form are advised to dematerialise their holdings. Members holding shares in physical form are advised to avail the facility of dematerialisation by contacting a DP of their choice.
11. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
12. Pursuant to section 72 of the Act read with SEBI circular dated November 03, 2021 and clarification circular dated December 14, 2021 and circular dated March 16, 2023, introducing common and simplified norms for processing investor's service request by the RTA and norms for furnishing PAN, KYC details and Nomination, any service requests or complaints received from the holder(s) / claimant(s), cannot be processed till PAN, KYC and Nomination documents / details are updated.



In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are once again requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialised form. Members can download these KYC forms to make their service request with RTA from Company's website <https://stl.tech/investor/> or from the website of RTA at <https://ris.kfintech.com/clientservices/isc/default.aspx> or contact the Company/ RTA for assistance in this regard.

13. Non-Resident Indian Members are requested to inform KFin, immediately of:

- a) Change in their residential status on return to India for permanent settlement.
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

14. The Company has been maintaining, inter alia, the following statutory registers in electronic form at its registered office at 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune - 411001:

- i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
- ii) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Act.

In accordance with the MCA circulars, the said registers shall be made accessible for inspection through electronic mode, which shall remain open and be accessible to any member during the continuance of the meeting.

15. An Explanatory Statement pursuant to Section 102 (1) of the Act, relating to the Special Businesses to be transacted at the meeting is annexed hereto.

16. All documents referred to in the above Notice and Explanatory Statement will be available electronically for inspection for Members between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the voting results. Members seeking to inspect such documents can send an e-mail to [secretarial@stl.tech](mailto:secretarial@stl.tech).

17. Since the EGM is being held through VC/OAVM, the Route Map, Attendance Slip and proxy form are not attached to this Notice.

## **INSTRUCTIONS FOR ATTENDING THE EGM THROUGH VC/ OAVM AND E-VOTING**

- 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, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFin, on all the resolutions set forth in this Notice. The instructions for e-Voting are given below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", 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 members who have cast their vote by remote e-voting may also attend the Meeting through VC/OAVM but shall not be entitled to cast their vote again at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- v. The manner of voting remotely by members holding shares in dematerialised mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below.

The remote e-voting facility will be available during the following voting period:

  - Commencement of remote e-voting: 10:00 a.m. on Friday, February 27, 2026
  - End of remote e-voting: 5:00 p.m. on Tuesday, March 3, 2026

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFin upon expiry of the aforesaid period.
- vi. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being Wednesday, February 25, 2026 ("Cut-off date"). A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e Wednesday, February 25, 2026 only shall be entitled to avail the facility of remote e-voting/ e-voting during the meeting.
- vii. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares 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.

- viii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode"
- ix. The Board of Directors has appointed Mr. B Narasimhan, Proprietor BN & Associates, Practicing Company Secretary (Membership No. FCS 1303 and Certificate of Practice No. 10440), as a Scrutinizer to scrutinize the remote e-voting and Insta Poll process in a fair and transparent manner.
- x. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or a person authorised by him, who shall countersign the same. The scrutinizer shall submit his report to the Chairman or a person authorised by him in writing, who shall declare the result of the voting. The result of e-voting will be declared within two working days of the conclusion of the AGM and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: [www.stl.tech](http://www.stl.tech) and on the website of KFin at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the stock exchanges.
- xi. The resolutions will be deemed to be passed on the EGM date subject to receipt of the requisite numbers of votes in favour of the Resolutions.

#### **INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING:**

i. The details of the process and manner for remote e-Voting and AGM 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 KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
- Step 3** : Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.





#### **Details on Step 1 are mentioned below:**

Step 1: INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE:

As per the SEBI Master Circular, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. The procedure to login and access e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

1. **The Procedure for e-voting is as under:**

**(a) Login method for Individual shareholders holding securities in demat mode is given below:**

Type of Member	Login Method
Individual Members holding equity shares in demat mode with NSDL	<p>A. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <ul style="list-style-type: none"> <li>i. Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer 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 or e-voting service provider 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. Users not registered under IDeAS e-Services:</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 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. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.</li> <li>iv. After successful registration, please follow steps given under Point No. A above to cast your vote.</li> </ul>
	<p>C. By visiting the e-voting website of NSDL:</p> <ul style="list-style-type: none"> <li>i. Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</li> <li>ii. 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>iii. 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>iv. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>v. Click on company or e-voting service provider name i.e. KFin after which the Member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.</li> <li>vi. Members can also download the NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ul> <div data-bbox="418 1562 698 1701"> <p>NSDL Mobile App is available on</p> <div>  App Store            Google Play         </div> <div>   </div> </div>

Individual Members holding equity shares in demat mode with CDSL	<p>A. Existing user who have opted for Electronic Access to Securities Information (“Easi / Easiest”) facility:</p> <p>i. Visit <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>ii. Click on New System Myeasi.</p> <p>iii. Login to MyEasi option under quick login.</p> <p>iv. Login with the registered user ID and password.</p> <p>v. Members will be able to view the e-voting Menu.</p> <p>vi The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</p>
	<p>B. Users who have not opted for Easi/Easiest:</p> <p>i. Visit <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> for registering.</p> <p>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</p> <p>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</p>
	<p>C. By visiting the e-voting website of CDSL:</p> <p>i. Visit <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></p> <p>ii. Provide demat Account Number and PAN</p> <p>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</p> <p>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, or select KFin.</p> <p>v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</p>
Individual Members (holding equity shares in demat mode) logging through their depository participants	<p>i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</p> <p>ii. Once logged-in, Members will be able to view e-voting option.</p> <p>iii. Upon clicking on e-voting option, Members will be redirected to the NSDL/ CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</p> <p>iv. Click on options available against Company’s name or KFin.</p> <p>v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.</p>

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: 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

**Details on Step 2 are mentioned below:**

**(b) 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://emeetings.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) 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. Members will now reach password change Menu wherein they are required to mandatorily change the 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 the Member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential.
- v. Members would need to login again with the new credentials.
- vi. On successful login, the system will prompt the Member to select the "EVEN" i.e., 'Sterlite Technologies Limited' and click on "Submit"
- vii. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat account.
- viii. Voting has to be done for each item of the notice separately. In case a member does not desire to cast their vote on any specific item, it will be treated as abstained.
- ix. A Member may then cast their vote by selecting an appropriate option and click on "Submit".
- x. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a Member has voted on the resolution (s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xi. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/Authority Letter etc., to the Scrutinizer at email id [narasimhan.b8@gmail.com](mailto:narasimhan.b8@gmail.com) and [venkatk60@yahoo.co.in](mailto:venkatk60@yahoo.co.in) 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."

**(B) Members whose email IDs are not registered with the Company/Depository Participants(s):**

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile numbers. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one 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  
Address Selenium Building, Tower-B,  
Plot No 31 & 32, Financial District,  
Nanakramguda, Serilingampally,  
Hyderabad, Rangareddy, Telangana India - 500 032.
- 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>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held. iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

**Details on Step 3 are mentioned below:**

- I) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the EGM of the Company through VC/OAVM and e-Voting during the meeting.**
- i. Member will be provided with a facility to attend the EGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/ Kfintech. After logging in, click on the Video



Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

- ii. Facility for joining EGM through VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC/ OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the EGM is being conducted through VC/ OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/ send their queries in advance mentioning their name, demat account number / folio number, email id. Questions /queries received by the Company from Saturday, February 28, 2026 till Monday, March 2, 2026 shall only be considered and responded during the EGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the EGM. E-voting during the EGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through remote e-voting or voting at the EGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the EGM shall be treated as invalid.
- viii. Facility of joining the EGM through VC/ OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the EGM through VC/ OAVM.
- x. Members may send an email request to [evoting.kfintech.com](mailto:evoting.kfintech.com). If the Member is already registered with the KFin e-voting platform, then such Member can use his /her existing User ID and password for casting the vote through e-voting.
- iv. Members may call KFin toll free number 1-800-309-4001 for any clarifications/ assistance that may be required.



## OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the EGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from Saturday, February 28, 2026 till Monday, March 2, 2026. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the EGM to only those Members who have registered themselves, depending on the availability of time for the EGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from Saturday, February 28, 2026 till Monday, March 2, 2026.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFin Website) or contact Mr. Anandan, at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFin toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on February 25, 2026, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

Members who may require any technical assistance or support before or during the EGM are requested to contact KFin at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).

## **EXPLANATORY STATEMENT**

As required by Section 102 of the Companies Act, 2013 and rules thereunder, as amended (“**Act**”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the following Explanatory Statement sets out all material facts relating to the businesses mentioned in the accompanying Notice of the EGM:

### **ITEM NO. 1 – Approval for alteration of the articles of association of the company**

Keeping in view the issue of proposed preferential issue of warrants in the manner as set out at Item No. 2 of this Notice, the Board of Directors of the Company (“**Board**”) considered to amend the Articles of Association (“**AoA**”) of the Company by way of providing therein specific enabling provisions with respect to issue of warrants and for other necessary revisions in the AoA in respect thereof.

The existing Article 4 of the AoA has been modified to clarify that the Board may issue and allot securities of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any security which may be so allotted may be issued as fully paid-up or partly paid-up or otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be. Further, existing Article 5 of the AoA has been modified to permit the Company to issue different kinds of securities including warrants convertible into equity shares of the Company. As a consequence, Article 14 of the AoA has been modified to include a reference further issuances of securities instead of shares.

The consent of the Members by way of a special resolution is required to alter the AoA, in terms of the applicable provisions of Section 14 of the Act read with the applicable rules thereto and accordingly the approval of the Members of the Company is being sought.

Members who wish to inspect the current and draft of amended Articles of Association of the Company may write to the Company Secretary & Compliance Officer at [secretarial@stl.tech](mailto:secretarial@stl.tech).

The Board accordingly recommends the Special Resolution set out at Item No.1 of the Notice for approval by the Members. None of the directors and/ or key managerial personnel of the Company and/ or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed special resolution.

### **ITEM NO. 2 – Approval for the issuance of warrants convertible into Equity Shares to Twin Star Overseas Limited, Promoter of the Company on a preferential basis**

In accordance with Section 23(1)(b), Section 42 and Section 62(1)(c) and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debenture) Rules, 2014 and other applicable rules made thereunder (including statutory modifications or reenactments thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), as

amended from time to time, approval of the members of the Company by way of a special resolution is required to issue securities by way of private placement on a preferential basis to Twin Star Overseas Limited, a promoter of the Company ("**Allottee**").

The Board has, pursuant to the resolution passed at the Board meeting held on February 07, 2026, approved the proposed preferential issue of up to 4,53,00,000 (Four Crores Fifty Three Lakhs) warrants to the Allottee ("**Warrants**"), at a price of Rs. 110 (Rupees One Hundred Ten only) per Warrant (including the warrant subscription price and the warrant exercise price) ("**Warrants Issue Price**"), payable in cash, aggregating to an amount of Rs. 498,30,00,000 (Rupees Four Hundred Ninety Eight Crores Thirty Lakhs only) (the "**Promoter Preferential Issue**"), and consequently, recommends the resolution as set out above to be passed by the Members through a special resolution.

The floor price for the Promoter Preferential Issue, under the applicable provisions of Chapter V of the SEBI ICDR Regulations is Rs. 108.15 (Rupees One Hundred Eight and paise Fifteen only) per Warrant.

The relevant disclosures in relation to the Promoter Preferential Issue as required under the SEBI ICDR Regulations and the Act, read with the rules issued thereunder, are set forth below.

(a) **Objects of the preferential issue**

The Company intends to utilize the proceeds raised through the Promoter Preferential Issue ("**Issue Proceeds**") towards the following objects:

- (i) Repayment/ Servicing of financial facilities availed by the Company: The Company shall utilize at least 75 % (seventy five per cent) of the Issue Proceeds for repaying/ servicing the debt availed by the Company from financial and institutional creditors of the Company, in accordance with the terms of the agreements entered into by the Company with each financial and/ or institutional creditor of the Company as and when they fall due.
- (ii) General Corporate Purposes: Up to 25% (twenty five per cent) of the Issue Proceeds will be utilized for general corporate purposes. The general corporate purposes for which our Company proposes to utilise the Issue Proceeds include strategic initiatives, working capital requirements, business development activities, funding growth opportunities, including acquisitions and meeting exigencies and contingencies.

In addition to the above, the Company may utilise the Issue Proceeds towards other expenditure considered expedient in such a manner, proportion as may be decided and approved periodically by our Board or a duly appointed committee thereof, subject to compliance with applicable law, including necessary provisions of the Companies Act, 2013 as may be permissible under applicable laws, rules, regulations.

(collectively referred to below as "**Objects**")

#### Utilization of Issue Proceeds

Sl. No.	Particulars	Total estimated amounts to be utilized for each Object* (Rs. in Crore)	Tentative timeline for utilization of Issue Proceeds from the date of receipt of funds
1.	Repayment/ Servicing of financial facilities availed by the Company	373.73 (75% of amount)	120 days
2.	General Corporate Purposes	124.57 (25% of amount)	90 days

\*Assuming conversion of all the Warrants into equivalent number of equity shares and receipt of the money on such conversion

Given that the Promoter Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants, in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within the timelines set out above.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% (ten per cent) depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, 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 utilised 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.

#### Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in instruments as may be permitted under applicable laws.

(b) **Monitoring of utilization of Issue Funds**

- (i) Given that the issue size exceeds Rs. 100,00,00,000 (Indian Rupees One Hundred Crore only), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company will appoint a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Promoter Preferential Issue ("**Monitoring Agency**").
- (ii) The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the proceeds of the Promoter Preferential Issue have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty-five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

(c) **Relevant Date**

In terms of regulation 161 of the SEBI ICDR Regulations, the relevant date for the determination of the floor price for the Promoter Preferential Issue is February 2, 2026, i.e. 30 (thirty) days prior to the date of this Extraordinary General Meeting.

(d) **Particulars of the preferential issue including date of passing of the Board Resolution**

The Board, at its meeting held on February 07, 2026 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of 4,53,00,000 Warrants to the Allottee, each at an issue price of Rs. 110 (Rupees One Hundred Ten only) per Warrant (including the warrant subscription price and the warrant exercise price), aggregating to an amount of Rs. 498,30,00,000 (Rupees Four Hundred Ninety Eight Crores Thirty Lakhs only) for cash consideration, by way of a preferential issue on a private placement basis.

(e) **Kinds of Securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued**

4,53,00,000 Warrants, at an issue price of Rs. 110 (Rupees One Hundred Ten only) per Warrant (including the warrant subscription price and the warrant exercise price) aggregating to an amount of Rs. 498,30,00,000 (Rupees Four Hundred Ninety Eight Crores Thirty Lakhs only), such price being not less than the floor price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

(f) **Basis on which the minimum issue price has been arrived at and justification for the price (including premium, if any):**

The equity shares of the Company are listed on the BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (collectively, the "**Stock Exchanges**"). The equity shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the preceding 90 (ninety) trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with Chapter V of the SEBI ICDR Regulations.

In terms of the applicable provisions of Chapter V of the SEBI ICDR Regulations, the floor price for the Promoter Preferential Issue is Rs. 108.15 (Rupees One Hundred Eight and paise Fifteen only) per Warrant, being the higher of the following: (a) 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company quoted on NSE preceding the Relevant Date: Rs. 108.15 (Rupees One Hundred Eight and paise Fifteen only) per equity share; (b) 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company quoted on NSE preceding the Relevant Date: Rs. 105.03 (Rupees One Hundred Five and Paise Three only) per equity share.

Given that the Promoter Preferential Issue triggers the provisions of Regulation 166A of Chapter V of the SEBI ICDR Regulations, in accordance with Regulation 166A of Chapter V of the SEBI ICDR Regulations, the Company is required to obtain a valuation report from an independent registered valuer, for determining the floor price for the Promoter Preferential Issue. In compliance thereof, the Company has obtained a valuation report dated February 7, 2026, from Mr. Aditya Chokhra, independent registered valuer (Registration No. – IBBI/ RV/ 06/ 2020/ 12719), for determining the floor price for the Promoter Preferential Issue ("**Valuation Report**"). As per the Valuation Report, the floor price per equity share of the Company is Rs. 108.15 (Rupee One Hundred Eight and paise Fifteen only). The Valuation Report is available on the website of the Company at <https://stl.tech/investor>

In view of the above, the Board of the Company has fixed the Warrant Issue Price at Rs. 110 (Rupees One Hundred Ten only) which is above the minimum price as determined in compliance with the requirements of SEBI ICDR Regulations.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the Relevant Date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

(g) **Amount which the company intends to raise by way of such securities**

Rs. 498,30,00,000 (Rupees Four Hundred Ninety Eight Crores Thirty Lakhs only) from the Allottee.

(h) **The class or classes of persons to whom the allotment is proposed to be made**

Promoter

(i) **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of numbers of securities as well as the price**

The Company has not made any allotment on preferential basis of the equity shares or securities convertible into equity shares of the Company during the current financial year FY 2026.

(j) **Maximum number of securities to be issued**

The resolution set out in the accompanying notice authorises the Board to raise funds amounting to Rs. 498,30,00,000 (Rupees Four Hundred and Ninety-Eight Crores Thirty Lakhs only), by way of issuance of 4,53,00,000 (Four Crores Fifty-Three Lakhs) warrants to the Allottee, each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of Rs. 2 (Rupees two only) each, at the Warrants Issue Price of Rs. Rs. 110 (Rupees Hundred and Ten only) each payable in cash. The minimum amount of Rs. 27.5 (Rupees Twenty Seven and Paise Fifty only) per Warrant, which is equivalent to 25% (Twenty Five per cent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant to the Allottee. The Allottee will be required to make further payments of Rs. 82.5 (Rupees Eighty-Two and Paise Fifty only) for each Warrant, which is equivalent to 75% (Seventy-Five per cent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to subscribe to equity share(s) of the Company.

(k) **Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Offer**

Pursuant to the Board resolution dated February 07, 2026, the Allottee is to be issued and allotted 4,53,00,000 (Rupees Four Crores Fifty Three Lakhs) Warrants on the terms and conditions approved by the Board, as part of the Promoter Preferential Issue. Further, apart from the Allottees, none of the other promoters, directors or key managerial personnel of the Company intend to subscribe to the offer.

(l) **Shareholding pattern of the issuer before and after the Preferential Issue**

The table mentioned below shows the expected shareholding pattern of the Company pursuant to the exercise of the Warrants into equity shares by the Proposed Allottee:

Sr. No.	Category	Pre-Issue as January 30, 2026		Post-Issue*	
		No. of equity shares held	% of equity holding	No. of equity shares held	% of equity holding
A.	Promoter and promoter group holding				
1	Indian:				
	Individual	27,58,821	0.57	27,58,821	0.52
	Bodies Corporate	47,64,395	0.98	47,64,395	0.89
	<b>Sub-total</b>				
2	Foreign Promoters				
	Bodies Corporate	20,94,02,750	42.90	25,47,02,750	47.75
	<b>Sub-total (A)</b>	<b>21,69,25,966</b>	<b>44.44</b>	<b>26,22,25,966</b>	<b>49.16</b>

<b>B.</b>	<b>Non- Promoters'/ Public holding</b>				
1	Institutional Investors				
	Domestic	5,38,96,169	11.03	5,38,96,169	10.10
	Foreign	5,07,33,462	10.39	5,07,33,462	9.51
	Central/ State Government	675	0.00	675	0.00
2	Non-Institution:				
	Private Corporate Bodies	1,91,21,984	3.92	1,91,21,984	3.58
	Directors and Relatives	67,818	0.01	67,818	0.01
	Indian Public (KMP, Resident Individual)	13,19,88,701	27.03	13,19,88,701	24.74
	HUF	52,01,600	1.07	52,01,600	0.98
	Others (including Clearing Members, foreign nationals, IEPF, Trusts, NRIs)	1,01,67,710	2.11	1,01,67,710	1.91
	<b>Sub-total (B)</b>	<b>271,178,119</b>	<b>55.56</b>	<b>271,178,119</b>	<b>50.84</b>
	<b>GRAND TOTAL (A) + (B)</b>	<b>48,81,04,085</b>	<b>100</b>	<b>53,34,04,085</b>	<b>100</b>

\* Assuming all the Warrants allotted pursuant to the Preferential Issue are converted into equity shares of the Company.

**(m) Time frame within which the preferential issue shall be completed**

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

**(n) Principal terms of assets charged as securities**

Not applicable

**(o) Material terms for raising such securities**

The preferential issue of Warrants to the Allottees and the allotment of equity shares on the exercise and conversion of the Warrants, shall be subject to the terms and conditions as already set out in the resolution at Item No. 2 of this Notice, and as prescribed under applicable laws.



- (p) **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:**

Ultimate Beneficial Owner: Mr. Anil Agarwal.

The percentage of shareholding post preferential issue: 47.75%

- (q) **The percentage of post-preferential issue share capital that may be held by the proposed allottee and change of control, if any, in the Company consequent to the preferential issue**

Name of the Allottee	Category	Pre- Preferential Issue Holding Percentage of the Proposed Allottee	Maximum number of equity shares proposed to be allotted or to be allotted post conversion of Warrants into equity shares	Post Preferential Issue Holding Percentage of the proposed allottee
Twin Star Overseas Limited	Promoter	42.90	4,53,00,000	47.75

*\*The post preferential issue percentage of shareholding of the Allottee has been calculated assuming that all the Warrants allotted will be exercised and converted into equity shares of the Company.*

There will be no change in the composition of the Board nor any change in control of the Company consequent to the Promoter Preferential Issue.

- (r) **Contribution being made by the promoters or directors either as part of the preferential issue or separately in furtherance of objects**

Pursuant to the Promoter Preferential Issue, the contribution being made by the Allottees will be Rs. 498,30,00,000 (Rupees Four Hundred and Ninety Eight Crores Thirty Lakhs only).

- (s) **Undertakings**

The Company hereby undertakes that:

- (i) none of the Company, its directors or promoters have been declared as a 'wilful defaulter' or 'fraudulent borrower' as defined under the SEBI ICDR Regulations, and none of its directors or promoter is a 'fugitive economic offender' as defined under the SEBI ICDR Regulations;
- (ii) the Company is eligible to make the Promoter Preferential Issue to the Allottee under Chapter V of the SEBI ICDR Regulations;

- (iii) as the equity shares of the Company have been listed for a period of more than 90 (ninety) days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable;
  - (iv) the Company shall re-compute the price of the equity shares to be allotted under the Promoter Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;
  - (v) if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Promoter Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.
- (t) **Current and proposed status of the proposed allottees post the preferential issue viz. promoter or non-promoter**
- The Allottees is the promoter of the Company, and such status will continue to remain the same, post the Promoter Preferential Issue.
- (u) **Valuation and justification for the allotment proposed to be made for consideration other than cash**
- Not applicable
- (v) **Lock-in period**
- The Warrants allotted pursuant to this resolution and the resultant equity shares to be issued and allotted upon exercise of the rights attached to the Warrants as above shall be subject to a lock-in for such period as specified under the provisions of Chapter V of the SEBI ICDR Regulations.
- (w) **Practicing Company Secretary's Certificate**
- A certificate from Ms. Ashwini Inamdar- Practicing Company Secretary (FCS: 9409) and Partner of M/s. Mehta & Mehta, Company Secretaries (Firm Registration No. - P1996MH007500 and Peer review No. 3686/2023), certifying that the Promoter Preferential Issue of Warrants is being made in accordance with requirements of SEBI ICDR Regulations, shall be available for inspection by the Members on the day of the EGM and the same may also be accessed on the Company's website at the link: <https://stl.tech>
- (x) **Other disclosures**
- (i) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the SEBI Listing Regulations, as amended and the circulars and notifications issued by the SEBI thereunder
  - (ii) The justification for the allotment proposed to be made for consideration other than cash is not applicable as the allotment of Warrants under the Promoter Preferential Issue is for cash consideration; and

- (iii) The Allottee has confirmed that they have not sold or transferred any equity shares of the Company during the 90 (ninety) trading days preceding the Relevant Date. The Allottee have further confirmed that they are eligible under the SEBI ICDR Regulations, to subscribe to the securities to be allotted pursuant to the Promoter Preferential Issue.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Warrants to the Promoter Allottees is being sought by way of a special resolution as set out in the said Item No.2 of this Notice. The issuance and allotment of the Warrants pursuant to the Promoter Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Promoter Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No.2 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 2 of this notice.

Members who wish to inspect the documents referred to in the Notice/ Explanatory Statement to Item No. 2 of this Notice may write to the Company Secretary & Compliance Officer at [secretarial@stl.tech](mailto:secretarial@stl.tech).