



February 19, 2025

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor,
Plot No. C-1, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai - 400 051.

BSE Limited

Phirozee Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

Scrip ID - STLTECH

Scrip Code – 532374

Subject: Update under Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

We wish to hereby inform that, the Scheme of Arrangement by demerger under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 between Sterlite Technologies Limited (demerged company) and STL Networks Limited (Resulting Company) and their respective shareholders and creditors has been approved by the Hon'ble National Company Law Tribunal ('NCLT'), Mumbai Bench vide order bearing reference number as C.P.(CAA)/193/MB/2024 c/w CA(CAA)/24/MB/2024 dated 14th February 2025.

A copy of the Order, as downloaded from the NCLT Website is attached herewith, certified copy of the Order is awaited. The Company will advise the Effective Date to the Stock Exchanges in due course.

We request you to take the same on record.

Thanking you.

Yours faithfully,
For **Sterlite Technologies Limited**

Mrunal Asawadekar
Company Secretary (ACS 24346)

IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH : C-IV

C.P.(CAA)/193/MB/2024
c/w C.A.(CAA)/24/MB/2024

In the matter of
Sections 230 to 232 of the Companies Act, 2013
and other applicable provisions of the Companies
Act, 2013

AND

In the matter of
Scheme of Arrangement between

Sterlite Technologies Limited,
[Demerged Company /
Petitioner Company 1]

And

STL Networks Limited
[Resulting Company /
Petitioner Company 2]

And

their respective shareholders and creditors.

Sterlite Technologies Limited ... Petitioner Company-1/
[CIN: L31300PN2000PLC202408] Demerged Company

STL Networks Limited ... Petitioner Company-2/
[CIN: U72900PN2021PLC199875] Resulting Company

(hereinafter collectively referred to as 'the Petitioner Companies')

Order pronounced on: **14.02.2025**

Coram:

Ms. Anu Jagmohan Singh
Hon'ble Member (Technical)

Mr. Kishore Vemulapalli
Hon'ble Member (Judicial)

Appearances (videoconferencing):

For the Petitioners : Mr. Hemant Sethi a/w Ms. Devanshi
Sethi i/b Hemant Sethi, Advocates.

For the Regional Director : Mr. Tushar Wagh, Representative
of the Regional Director, MCA(WR),
Mumbai.

ORDER

1. This is a Company Scheme Petition filed under Sections 230 to 232 of the Companies Act, 2013 seeking for sanction of the Scheme of Arrangement between Sterlite Technologies Limited (Demerged Company/Petitioner-1) and STL Networks Limited (Resulting Company/Petitioner-2) and their respective shareholders and creditors.
2. The Counsel for the Petitioner Companies submits that the Board of Directors of the First Petitioner Company and the Second Petitioner Company approved the Scheme in their respective Board Meetings held on 17.05.2023. The appointed date is **01.04.2023**.
3. The Counsel for the Petitioner Companies further submits that the present Company Petition has been filed in consonance with the Orders dated 17.04.2024 passed in C.A.(CAA)/24/MB/2024 by this Tribunal.

4. The Petitioner Companies submit that the First Petitioner Company is currently engaged in the following businesses:
- a. Optical Networking - the division of the Demerged Company engaged in manufacture and sale of optical fiber, optical fiber cable, specialty cables and optical interconnect products (hereinafter referred to as "Optical Network Business" or "ONB").
 - b. Global Services (the demerged undertaking) - the division of the Demerged Company 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 (hereinafter referred to as "Global Services Business" or "GSB").
 - c. Digital & Technology Solutions - the division of the Demerged Company engaged in provision of IT-ITES solutions and services (hereinafter referred to as "Digital Business").
5. The Learned Counsel for the Petitioner Companies submit that the Second Petitioner Company is engaged in the business of providing, designing, developing, selling, and servicing of network modernization solutions, telecommunication systems and systems of all kinds for the conveyance by any means of sounds, visual images and signals of all

kinds, building networks, providing wired and wireless connectivity, creation of core transport network, interconnected data center design engineering and end-to-end cyber infrastructure.

6. ***Rationale for the Scheme:*** The Counsel for the Petitioner Companies submits that the circumstances, reasons and grounds that have necessitated / justified the Scheme. Some of the major benefits which would accrue from the Scheme are briefly stated below:

(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;

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.

- 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.
- 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.

(ii) Thus, the Demerger is expected to lead to following benefits:

- a. allowing respective businesses to create a strong and distinct platform which enables greater flexibility to pursue long-term objectives;
 - 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.
- (iii) Pursuant to the Scheme, all the shareholders of Demerged Company will get new shares in the Resulting Company, in the

ratio of 1:1 i.e. 1 share of the Resulting Company for 1 share held in the Demerged Company, and there would be no change in the economic interest for any shareholder of Demerged Company pre and post Scheme in the Demerged Undertaking.

7. In pursuance of the order dated 17.04.2024 in CA(CAA)/24/2024, meetings of the Shareholders and the secured Creditors of the Petitioner Company-1 were conducted and the Chairman submitted his reports stating that the Shareholders and Creditors have approved the Scheme with more than 99% of voting.
8. The Counsel for the Petitioner Companies submits that the Petitioner Companies have complied with all requirements as per directions of this Tribunal vide order dated 17.04.2024 in CA(CAA)/24/2024 and they have made requisite filings to demonstrate compliance with the order of this Tribunal. The Affidavit of Service has been filed. Moreover, the Petitioner Companies undertake to comply with all statutory / regulatory requirements, if and to the extent applicable, as may be required under the Companies Act, 2013 and the Rules made thereunder to give effect to the Scheme.
9. ***Consideration:***
The Petitioners state that upon this Scheme becoming effective and in consideration of vesting of the Demerged Undertaking from the Demerged Company to the Resulting Company in terms of this Scheme,

the Resulting Company shall, without any further application, act, instrument or deed and without any payment by the shareholders, issue and allot equity shares, credited as fully paid-up, to the shareholders of the Demerged Company, holding fully paid up equity shares in the Resulting Company and whose names appear in the register of members (including register and index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996) of the Resulting Company on the Record Date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the Record Date in the following manner/ratio:

“1 (one) fully paid up equity share of Rs. 2/- (Rupees Two only) each of the Resulting Company shall be issued and allotted for every 1 (one) fully paid up equity shares of Rs. 2/- (Rupees Two only) each held in the Demerged Company” (“Share Entitlement Ratio”).

10. The Regional Director (Western Region), Ministry of Corporate Affairs, Mumbai, has filed its Report dated 03.12.2024. In response to the observations made by the RD in the said report, the Petitioner Companies have given necessary clarification vide their reply dated 27.01.2025. The observations made by the RD and the clarifications given by the Petitioner Companies are summarized in the table below:-

Para	Observation by the Regional Director	Undertaking of the Petitioner Companies
2(a)(i)	<i>That on examination of the report of the Registrar of Companies, Pune dated 29.11.2024 (Annexed as</i>	The Petitioner Companies state that the observation of Registrar of Companies, is merely factual in

	<p><i>Annexure A-1) for Petitioner Companies falls within the jurisdiction of ROC, Pune. It is submitted that no representation regarding the proposed scheme of Amalgamation/Arrangement has been received against the Petitioner Companies. Further, the Petitioner Companies has filed Financial Statements up to 31.03.2023. The ROC, Pune has further submitted in his report dated 29.11.2024 which are as under:</i></p> <p><i>That the ROC Pune in his report dated 29.11.2024 has stated that no Inquiry, Inspection, Investigations and Prosecutions under CA, 2013 have been pending against the Petitioner Companies.</i></p>	<p>nature and no further response is required to that extent.</p>
2(a)(ii)	<p><i>Further ROC, Pune has mentioned as follows:-</i></p> <p><i>1. As per available record, this office had received a complaint against the Demerged Company regarding violation disclosing mandatory disclosure as per applicable laws, particularly relating to MSME form 1. The complaint has been taken up with the company. Copy of the complaint is enclosed.</i></p> <p><i>2. May be decided on its merits.</i></p>	<p>The Petitioner Companies state that the Demerged Company has filed an appropriate response against the complaint received. Further, any issues arising out the complaint will be met and answered by the Demerged Company in due course which will continue to be in existence.</p>

	<i>Hence, the Petitioner Companies shall undertake to submit detailed re-ply against observations as mentioned above by the ROC, Pune.</i>	
2(b)	<i>In compliance of Accounting Standard-14 or IND-AS 103, as may be applicable, the Resulting company shall pass such accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting Standards including AS-5 or IND AS-8 etc.</i>	The Petitioner Companies undertake to comply and pass such accounting entries which are necessary to comply with all the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India.
2(c)	<i>The Hon'ble Tribunal may kindly direct the Petitioner Companies to file an affidavit to the extent that the Scheme enclosed to the Company Application and Company Petition are one and same and there is no discrepancy, or no change is made.</i>	Petitioner Companies state that the Scheme enclosed to Company Application and Company Petition are one and same and there is no discrepancy and no change is made.
2(d)	<i>The Petitioner Companies under provisions of section 230(5) of the Companies Act 2013 have to serve notices to concerned authorities which are likely to be affected by the Amalgamation or Arrangement. Further, the approval of the scheme by the Hon'ble Tribunal may not deter such authorities to deal with any of the</i>	The Petitioner Companies state that the notices have been duly served upon all the concerned authorities viz., jurisdictional Income Tax Authorities, jurisdictional Income Tax Nodal Officer, the office of Regional Director (Western Region), Registrar of Companies, the jurisdictional GST Authorities,

	<p><i>issues arising after giving effect to the scheme. The decision of such authorities shall be binding on the Petitioner Companies concerned.</i></p>	<p>Bombay Stock Exchange, National Stock Exchange, Securities and Exchange Board of India and Ministry of Corporate Affairs. Further the compliance report proving the dispatch of the notices has already been filed with the Tribunal.</p>
2(e)	<p><i>As per Definition of the Scheme, "Appointed Date" means the opening business hours on the 1st April, 2023 or such other date as the NCLT may direct/ allow;</i></p> <p><i>"Effective Date" means the last of the dates on which all the conditions and matters referred to in Clause 28 occur or have been fulfilled, obtained or waived, as applicable, in accordance with this Scheme. Reference in this Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" shall mean the Effective Date.</i></p> <p><i>"Record Date" means the date to be fixed by the Board of directors of the Resulting Company in consultation with the Demerged Company for the purpose of reckoning names of the equity shareholders of the De-merged Company, who shall be entitled to receive Resulting Company Equity</i></p>	<p>The Petitioner Companies confirm that the Appointed Date is 1 April 2023 as mentioned in the Scheme which is in compliance with Section 232(6) of the Companies Act, 2013 and the Scheme shall take effect from such Appointed Date. The Petitioner Companies undertakes to comply with the requirements clarified vide circular No.7/12/2019/CL-I dated 21.08.2019 issued by the Ministry of Corporate Affairs.</p>

	<p><i>Shares of the Resulting Company upon coming into effect of this Scheme as specified in Clause 16 of this Scheme.</i></p> <p><i>In this regard, it is submitted that Section 232 (6) of the Companies Act, 2013 states that the scheme under this section shall clearly indicate an appointed date from which it shall be effective and the scheme shall be deemed to be effective from such date and not at a date subsequent to the appointed date.</i></p> <p><i>However, this aspect may be decided by the Hon'ble Tribunal taking in-to account its inherent powers.</i></p> <p><i>The Petitioners may be asked to comply with the requirements as clarified vide circular no. F. No. 7/12/2019/CL-I dated 21.08.2019 issued by the Ministry of Corporate Affairs.</i></p>	
2(f)	<p><i>Petitioner Companies shall undertake to comply with the directions of Income tax department & GST Department, if any.</i></p>	<p>The Petitioner Companies undertake to ensure compliance of all the provisions of the Income tax Act and Rules and Goods and Services Tax Act and Rules pursuant to the Scheme. Further, the approval of the Scheme by this Tribunal may not deter Income-tax authorities and</p>

		<p>GST Department to deal with Income-tax related issues and GST related issues, respectively arising after giving effect to the Scheme and the Petitioner Companies submit that any Income-tax related issues or GST related issues arising out of the Scheme will be met and answered during the course of regular assessment in accordance with the provisions of the Income-tax Act, 1961 and Goods and Services Tax Act, respectively.</p>
2(g)	<p><i>The Petitioner Company may be directed to undertake that the present scheme is in compliance with Section 2(19AA) of the Income Tax Act, 1961.</i></p>	<p>The Petitioner Companies undertake to ensure compliance with the provisions of Section 2(19AA) of the Income Tax Act, 1961. In this regard, the Petitioner Company shall ensure compliance of all the provisions of Income Tax Act and Rules thereunder.</p>
2(h)	<p><i>The Hon'ble NCLT may kindly direct the Petitioner Demerged Company to comply the Rules Regulation of FEMA / FERA / RBI as the shares of Petitioner Demerged Company held by foreign shareholders.</i></p>	<p>The Petitioner Companies undertake to comply with the rules and regulations, guidelines of FEMA, FERA and RBI, as may be applicable.</p>
2(i)	<p><i>Petitioner Demerged Company is Listed Company hence Petitioner Demerged Company shall undertake</i></p>	<p>The Petitioner Demerged Company undertakes to comply with the rules & regulations of BSE, NSE, SEBI, if</p>

	<i>to comply with rules & regulations of BSE, NSE, SEBI, if any also comply with BSE & NSE observation letters under SEBI (LODR) Regulations, 2015</i>	any also comply with BSE & NSE observation letters under SEBI (LODR) Regulations, 2015.								
2(j)	<i>The Hon'ble NCLT may kindly direct the Petitioner Company (De-merged Company) to disclosed the list of Assets & Liabilities to be transferred to Resulting Company to further comment upon the Scheme. However, interest of creditors may be protected.</i>	The Petitioners have filed Affidavit dated 27 th January 2025 and have given details of assets, liabilities, ongoing contracts, participating tenders and other details which is part of demerged undertaking and are going to be transferred from the Demerged Company to the Resulting Company. Further it is clarified that interest of Creditors are protected there is no compromise or arrangement with Creditors.								
2(k)	<p><i>As per financial statements as on 31.03.2023 submitted by the Petitioner companies, details of shareholding is as follows:-</i></p> <table border="1"> <tr> <td>Sr. No.</td> <td><i>1</i></td> </tr> <tr> <td>Petitioner Company</td> <td><i>STL Networks Limited (Resulting Company)</i></td> </tr> <tr> <td>Name of the shareholder</td> <td><i>Sterlite Technologies Limited</i></td> </tr> <tr> <td>% of shares</td> <td><i>100%</i></td> </tr> </table>	Sr. No.	<i>1</i>	Petitioner Company	<i>STL Networks Limited (Resulting Company)</i>	Name of the shareholder	<i>Sterlite Technologies Limited</i>	% of shares	<i>100%</i>	The Petitioner Companies state that the Resulting Company tried filing e-form BEN-2 with the Registrar of Companies. However, due to technical error with the website of the Ministry of Corporate Affairs ('MCA') the form is not being filed. Further, the Resulting Company hereby undertakes to file the e-form BEN-2 with the Registrar of Companies as and when technical glitches are resolved by MCA.
Sr. No.	<i>1</i>									
Petitioner Company	<i>STL Networks Limited (Resulting Company)</i>									
Name of the shareholder	<i>Sterlite Technologies Limited</i>									
% of shares	<i>100%</i>									

	<i>Held</i>		
	<i>Remark</i>	<i>No Form BEN-2 has been filed by the Petitioner Resulting Company as per records available at MCA21 Portal</i>	
	<i>No Form BEN-2 has been filed by any of the Petitioner Companies as per records available at MCA21 Portal, hence Petitioner Companies shall undertake to comply with the provisions of section 90 of Companies Act, 2013 r/w. Companies (Significant Beneficial Owners) Amendment Rules, 2019 including Rule 8 of said Rules, thereunder and to file Form BEN-2 for declaring name of the significant beneficial owner with concerned ROC.</i>		

11. The observations made by the Regional Director (RD), Western Region, Mumbai are enlisted hereinabove together with response of the Petitioner Companies on the observations of the RD, which is also filed vide affidavit of the Petitioner Company dated 28.01.2025. Mr. Tushar Wagh, Ld. Authorised Representative of the Regional Director during the course of final hearing submitted that they have no further objection to the Scheme.

12. Heard the Ld. Counsel for the Petitioner Companies and the Representative of the Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai. No objector has come before this Tribunal to oppose the Scheme and nor has any party controverted any averments made in the Petition to the Scheme.
13. The Income Tax Department will be at liberty to examine the aspect of any tax payable as a result of this scheme and in case it is found that the scheme ultimately results in tax avoidance under the provisions of Income Tax Act, it shall be open to the income tax authorities to take necessary action as possible under the Income Tax Law.
14. From the material on record, the Scheme appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to public policy.
15. Since all the requisite statutory compliances have been fulfilled, the Petition vide C.P.(CAA)/193/MB/2024 filed by Petitioner Companies is made absolute in terms of prayer clauses of the said Company Scheme Petition. Therefore, the Scheme is hereby **sanctioned**. This Bench further orders that -
 - i. The Appointed Date is fixed as **01.04.2023**.
 - ii. It shall be binding on the Petitioner Companies involved in the Scheme and all concerned including their respective Shareholders, Creditors and Employees.
 - iii. The Petitioner Companies are directed to file a certified copy of this

- order along with a copy of the Scheme with the concerned Registrar of Companies, electronically in E-Form INC-28 within 30 days from the date of receipt of the Order from the Registry.
- iv. The Petitioner Companies are directed to file a certified copy of this order and the Scheme duly authenticated by the Deputy / Assistant Registrar of this Tribunal, with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty, payable, if any, within 60 clear working days from the date of receipt of certified copy of the Order from the Registry of this Tribunal.
- v. The Petitioner Companies shall comply with all the undertakings given by them.
- vi. The Petitioner Companies shall take all consequential and statutory steps required under the provisions of the Act in pursuance of the Scheme.
- vii. All concerned regulatory authorities shall act on a copy of this Order along with the Scheme duly authenticated by the designated Registrar of this Tribunal.
- viii. Any person or any Authority, whose interest is adversely affected, shall be at liberty to approach appropriate Forum or to take appropriate action as permissible under law.
16. With the above directions, C.P.(CAA)/193/MB/2024 c/w CA(CAA)/24/MB/2024 is **allowed** and disposed of. File to be consigned to records.

Sd/-
Anu Jagmohan Singh
Member (Technical)

14.02.2025/pvs/sc

Sd/-
Kishore Vemulapalli
Member (Judicial)