

June 07, 2024

**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> 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.

**Sub.: Notice of the Meetings of Equity Shareholders, Unsecured Creditors and Secured Creditors of Sterlite Technologies Limited**

**Ref.: In the matter of Scheme of Arrangement between Sterlite Technologies Limited and STL Networks Limited and their respective shareholders and creditors ("the Scheme")**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), we hereby inform that Hon'ble National Company Law Tribunal ("**Tribunal**" or "**NCLT**") vide its Order dated April 17, 2024 and Order dated May 15, 2024 ("**Orders**") in the Company Scheme Application No. C.A.(CAA)/24/MB-IV/2024, has directed meetings to be held of the Equity Shareholders Unsecured Creditors and Secured Creditors of the Company.

In pursuance of the Tribunal Order and as directed therein and in compliance with the applicable provisions of the Companies Act, 2013 ("**the Act**") and the SEBI Listing Regulations, notice is hereby given that meetings of the Equity Shareholders Unsecured Creditors and Secured Creditors of the Company will be held through video conferencing ("**VC**") / other audio visual means ("**OAVM**") as under:

Meeting of	Day, Date and Time of the Meetings
Equity Shareholders	Wednesday, July 10, 2024 at 10.00 a.m. IST
Unsecured Creditors	Wednesday, July 10, 2024 at 11.00 a.m. IST
Secured Creditors	Wednesday, July 10, 2024 at 12.00 p.m. IST

The details such as manner of (i) casting vote through e-voting and (ii) attending the meeting through VC / OAVM have been set out in the Notice of the respective meetings.

An Equity shareholder, 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, July 03, 2024 only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the notice and attend the meeting of the Equity Shareholders. Voting rights of an equity shareholder/ beneficial owner (in case of electronic shareholding) shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the cut-off date, i.e., Wednesday, July 03, 2024.

An Unsecured Creditor whose name appears in the list of unsecured creditors, as on the cut-off date, i.e., Tuesday, October 31, 2023 only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the notice and attend the meeting of Unsecured Creditors. Voting rights of an Unsecured Creditor shall be in proportion to the outstanding amount due by the Company as on the cut-off date, i.e., Tuesday, October 31, 2023.

**Sterlite Technologies Limited**

Registered office: 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra- 411 001, India.  
CIN - L31300PN2000PLC202408



A Secured Creditor whose name appears in the list of secured creditors, as on the cut-off date, i.e., Tuesday, October 31, 2023 only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the notice and attend the meeting of Secured Creditors. Voting rights of a Secured Creditor shall be in proportion to the outstanding amount due by the Company as on the cut-off date, i.e., Tuesday, October 31, 2023.

Copies of the Notices along with the accompanying documents under Sections 230 to 232 read with Section 102 and other applicable provisions of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, of the aforesaid three meetings are attached. The same shall also be made available on the website of the Company at [www.stl.tech](http://www.stl.tech) and on the website of KFin at <https://evoting.kfintech.com>.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For **Sterlite Technologies Limited**

**Amit Deshpande**

General Counsel & Company Secretary (ACS 17551)

Encl.: As above.



STERLITE TECHNOLOGIES LIMITED

(CIN: L31300PN2000PLC202408)

Registered Office: 4<sup>th</sup> Floor, Godrej Millennium, Koregaon Road 9,  
STS 12/1, Pune - 411001 Maharashtra, India

Phone: 020-3051 4000, Fax: 020-3051 4113

E-mail: [secretarial@stl.tech](mailto:secretarial@stl.tech), Website: [www.stl.tech](http://www.stl.tech)

**NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF STERLITE TECHNOLOGIES LIMITED IN ACCORDANCE WITH THE ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH**

**MEETING:**

<b>Day</b>	Wednesday
<b>Date</b>	July 10, 2024
<b>Time</b>	10:00 a.m.
<b>Mode of Meeting</b>	As per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"), the Meeting shall be conducted through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') and is deemed to take place at the registered office of the Company

**REMOTE E-VOTING PRIOR TO THE MEETING:**

<b>Cut-off date for e-voting</b>	Wednesday, July 3, 2024
<b>Commencing on</b>	Sunday, July 7, 2024 at 10:00 a.m. (IST)
<b>Ending on</b>	Tuesday, July 9, 2024 at 5:00 p.m. (IST)

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**Notice and Explanatory Statement of the meeting, issued pursuant to Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 (page nos. 4 to 40) and Annexure A to Annexure R (page nos. 41 to 359) constitute a single and complete set of documents and should be read together as they form an integral part of this document.**

**IN THE NATIONAL COMPANY LAW TRIBUNAL**

**MUMBAI BENCH, AT MUMBAI**

**C.A.(CAA)/ 24/MB-IV /2024**

In the matter of the Companies Act, 2013;

AND

In the matter of Section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder;

AND

In the matter of Scheme of Arrangement between Sterlite Technologies Limited ('Demerged Company') and STL Networks Limited ('Resulting Company') and their respective Shareholders and Creditors ('Scheme')

**Sterlite Technologies Limited**, a company )  
incorporated under the Companies Act, 1956 having its )  
Registered Office situated at 4th Floor, Godrej )  
Millennium, Koregaon Road 9, STS 12/1, Pune, )  
Maharashtra 411001, India ) ... First Applicant Company /  
CIN: L31300PN2000PLC202408 Demerged Company

**FORM NO. CAA 2**

[Pursuant to Section 230 (3) and rule 6 and 7]

**Company Application No. 24 (MB) of 2024**

**NOTICE CONVENING MEETING OF EQUITY SHAREHOLDERS OF  
STERLITE TECHNOLOGIES LIMITED**

To,  
The Equity Shareholders of Sterlite Technologies Limited

Notice is hereby given that by an order dated the April 17 2024 and May 15 2024 passed in the Company Scheme Application CA (CAA)/24/MB-IV/2024 ('**NCLT Orders**'), the Mumbai Bench of the National Company Law Tribunal ('**Hon'ble Tribunal**' or '**NCLT**') has directed to hold a meeting of Equity Shareholders of Sterlite Technologies Limited ("**First Applicant Company**" or "**Demerged Company**" or "**Company**") for the purpose of considering, and, if thought fit, approving, with or without modification, the proposed Scheme of Arrangement between Sterlite Technologies Limited ('Demerged Company') and STL Networks Limited ('Resulting Company') and their respective Shareholders and Creditors ('**Scheme**') under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('Act') along with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The Scheme, if approved by the Equity Shareholders, will be subject to the subsequent approval of the Hon'ble Tribunal and such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary.

Pursuant to the said NCLT Orders and as directed therein, further notice is hereby given that a meeting of equity shareholders of the First Applicant Company will be held on **Wednesday, July 10, 2024 at 10:00 a.m. IST** ('Meeting') or any adjourned dates thereof, for the purpose of considering, and if thought fit, approving the proposed Scheme by exercising the option to convene the meeting through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in compliance with the applicable provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**') and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ("SS-2") and following the operating procedures (with requisite modifications as may be required) referred to various circulars issued by the Ministry of Corporate Affairs ('MCA'), to consider, and if thought fit, pass, with or without modification(s), the following resolution for approval of the Scheme by requisite majority as prescribed under Section 230(1) and (6) read with Section 232(1) of the Act, as amended. The Scheme, if approved by the requisite majority of equity shareholders of the Company, Section 230(6) of the Act read with the Master circular number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023, issued by the Securities and Exchange Board of India ("**SEBI**") and other applicable SEBI circulars, if any, will be subject to subsequent approval of the NCLT and such other approvals, permissions and sanctions from any other regulatory or statutory authority(ies) as may be deemed necessary.

Pursuant to the said NCLT Orders and as directed therein, the meeting of the equity shareholders of the Company ("Tribunal Convened Meeting" or "Meeting") will be held on **Wednesday, July 10, 2024 , at 10:00 a.m. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to consider, and if thought fit, pass, with or without modification(s), the following resolution for approval of the Scheme by requisite majority as prescribed under Section 230(1) and (6) read with Section 232(1) of the Act and SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June, 2023 (as amended from time to time):

## SPECIAL BUSINESS

“**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013, the National Company Law Tribunal Rules, 2016, (including any statutory modification(s) or re-enactment thereof for the time being in force) various Securities and Exchange Board of India (SEBI) Regulations including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the observation letters issued by National Stock Exchange of India Limited and BSE Limited, dated 15 September 2023 and 28 September 2023, respectively and other applicable laws/regulations/rules and in accordance with relevant clauses of the Memorandum of Association and Articles of Association of the Company and subject to approval of the Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble Tribunal' or 'NCLT') and subject to such other approvals, permissions and sanctions of regulatory and other sectoral authorities, if any, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other sectoral authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the proposed Scheme of Arrangement between Sterlite Technologies Limited ('Demerged Company') and STL Networks Limited ('Resulting Company') and their respective Shareholders and Creditors (“Scheme”), placed before this meeting and initialled by the Chairman of the meeting for the purpose of identification, which inter alia envisages the Demerger of the Demerged Undertaking (as defined in the Scheme) from the Demerged Company to the Resulting Company be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.

**RESOLVED FURTHER THAT** the Board may delegate all or any of its powers herein conferred to any director(s) and/or officer(s) of the Company, to give effect to this resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from shareholders of the Company.”

TAKE FURTHER NOTICE THAT In compliance with the NCLT Orders and the MCA Circulars, a copy of the Scheme, the notice of this Meeting along with Explanatory Statement under sections 230(3), 232 and 102 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other annexures as stated in the Index are enclosed herewith. A copy of this Notice and the accompanying documents will be hosted on the website of the Company at <https://stl.tech/investor/> and will also be available on the website of 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 also on the website of KFin Technologies Limited (“KFin”) at <https://evoting.kfintech.com/>.

The First Applicant Company will furnish a copy of the Notice together with a copy of the explanatory statement, Scheme and other annexures to the Notice, free of charge, upon any requisition being made by any Equity Shareholder, to the First Applicant Company by email at [secretarial@stl.tech](mailto:secretarial@stl.tech)



The Scheme and the statement under Section 230 are annexed to this Notice and can be obtained free of charge at the Registered Office of the First Applicant Company on any day (except Saturday, Sunday and public holidays) at 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra 411001, India between 10:00 am to 5:00 p.m. up to the date of the meeting. A proceeding of the meeting shall also be made available on the website of the First Applicant Company at [www.stl.tech](http://www.stl.tech) as soon as possible.

In accordance with the said NCLT Orders and provisions of Section 108 and other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended; and Regulation 44 and other applicable provisions of the SEBI Listing Regulations, the First Applicant Company has engaged the services of KFin for the purpose of providing VC/OAVM facility and facility of remote e-voting prior to the Meeting as well as e-voting facility during the Meeting. Accordingly, voting by equity shareholders of the First Applicant Company shall be carried out through (a) remote e-voting prior to the Meeting and (b) e-voting during the Meeting.

The equity shareholders shall have the facility and option of voting on the resolution for approval of the Scheme by casting their votes through remote e-voting prior to the Meeting during the period commencing from 10:00 a.m. (IST) on Sunday, July 7, 2024 and ending at 5:00 p.m. (IST) on Tuesday, July 9, 2024. The voting rights of equity shareholders shall be in proportion to their share in the First Applicant Company as on the close of business hours of Wednesday, July 3, 2024 ('**cut-off date**'). A person who is not an equity shareholder as on the Cut-off Date, should treat the Notice for information purpose only. The equity shareholders opting to cast their votes by remote e-voting or e-voting during the Meeting through VC/ OAVM are requested to read the instructions in the Notes of this Notice for further details on remote e-voting and e-voting during the Meeting.

The Hon'ble Tribunal has appointed Mr. Bangalore Jayaram Arun, Independent Director (DIN: 02497125), and failing him Mr. Subramanian Madhavan, Independent Director (DIN: 06451889) of the First Applicant Company, as the Chairperson of the meeting. The above-mentioned Scheme, if approved at the meeting, will be subject to the subsequent approval of the Tribunal.

The Hon'ble Tribunal has appointed Mr. B Narasimhan, Proprietor BN & Associates (FCS-Membership No.: 1303, COP No.: 10440), Practicing Company Secretary and failing him Mr. Venkataraman K (ACS - Membership No.: 8897, COP No.: 12459), Practicing Company Secretary as the Scrutinizer of the meeting.

The facility of appointment of proxies by Equity Shareholders will not be available for the meeting as the meeting is being held through VC/OAVM. However, a body corporate / institutional shareholder which is an Equity Shareholder of the First Applicant Company is entitled to appoint a representative for the purposes of participating and/or voting during the meeting, provided the prescribed form/authorization is filed with the First Applicant Company at [secretarial@stl.tech](mailto:secretarial@stl.tech) not later than 48 (forty eight) hours before the start of the aforesaid meeting as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

Sd/-

**Bangalore Jayaram Arun**

**Chairman appointed for the Meeting**

**DIN: 02497125**

Date: June 07, 2024

Place: Pune

**Registered Office:**

4th Floor, Godrej Millennium, Koregaon Road 9,

STS 12/1, Pune, Maharashtra 411001, India

**Notes:**

1. Pursuant to the said NCLT Orders, the Meeting of the equity shareholders of the Company is being conducted through VC/OAVM facility to transact the business set out in the notice convening this Meeting. The Meeting will be conducted in compliance with the provisions of the Act, SS-2, SEBI Listing Regulations, read with other applicable SEBI circulars and in compliance with the requirements prescribed by the MCA for holding general meetings through VC/OAVM and providing facility of e-voting by way of MCA Circulars. Accordingly, the meeting of the equity shareholders of the Company will be convened on Wednesday, 10 July 2024 at 10:00 a.m. (IST), through VC/OAVM, for the purpose of considering, and if thought fit, approving, the Scheme of Arrangement between Sterlite Technologies Limited ('Demerged Company') and STL Networks Limited ('Resulting Company') and their respective Shareholders and Creditors.
2. No route map of the venue of the Meeting is annexed hereto, since this Meeting is being held through VC / OAVM. The deemed venue for the Meeting shall be the Registered Office of the Company at 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra 411001, India.
3. The Explanatory Statement pursuant to section 102 read with sections 230 to 232 of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in respect of the business set out above is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement along with the statutory registers maintained by the First Applicant Company will be available for inspection by the Equity Shareholders at the Registered Office of the First Applicant Company during normal business hours (10:00 a.m. to 5:00 p.m.) on any day (except Saturdays, Sundays and public holidays) up to the date of the meeting.
4. Equity shareholders attending the Meeting through VC/ OAVM will be counted for the purpose of reckoning the quorum as prescribed under Section 103 of the Act.
5. Since this Meeting is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the Equity Shareholders will not be available for this meeting and hence the proxy form, attendance slip and route map of the Meeting are not annexed to this Notice.
6. Pursuant to Sections 112 and 113 of the Act read with Rule 10 of (Compromises, Arrangements and Amalgamations) Rules, 2016, where a body corporate is a member, authorized representatives of the body corporate may be appointed for the purpose of voting through remote e-voting, for participation in the Meeting through VC/ OAVM facility and e-voting during the Meeting provided an authority letter/ power of attorney/ a copy of the resolution passed by its board of directors or other governing body of such corporate authorizing such person to attend and vote at the Meeting through VC/ OAVM as its representative and certified to be a true copy by a director, the manager, the secretary, or other authorized officer of such body corporate along with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote is emailed to the Scrutinizer at [support@bnpassociates.in](mailto:support@bnpassociates.in) with a copy marked to the Company at [secretarial@stl.tech](mailto:secretarial@stl.tech) not later than 48 (forty eight) hours before the time scheduled for holding the Meeting.

7. As per the directions of the NCLT and in terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Listing Regulations, MCA Circulars and in terms of SEBI Scheme Circular, the Company is pleased to provide the facility of “e-voting” to its equity shareholders, to enable them to cast their votes on the resolution proposed to be passed during the Meeting, by electronic means. The Company has engaged the services of KFin, as the authorized agency to provide e-voting (i.e. remote e-voting and e-voting during the Meeting) facility as well as to enable the equity shareholders (or its authorized representatives, as the case may be) of the Company to attend and participate in the Meeting through VC/OAVM. The facility of casting votes by the equity shareholders using remote e-voting system (e-voting from a place other than venue of the Meeting) as well as e-voting during the Meeting will be provided by KFin.
8. Each Equity Shareholder can opt for only one mode of e-voting i.e. either at the VC/OAVM Meeting of the Equity Shareholders of the First Applicant Company or by remote e-voting. If you opt for remote e-voting, then you may attend the VC/OAVM Meeting but cannot vote at VC/OAVM Meeting. The Equity Shareholders who have casted their votes by remote e-voting prior to the Meeting will be eligible to participate at the Meeting but shall not be eligible to cast their vote during the Meeting. It is clarified that the votes cast by means of remote e-voting does not disentitle an Equity Shareholder as on the cut-off date from attending the Meeting through VC/OAVM.
9. The Equity Shareholders can join the Meeting through VC/ OAVM 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation during the meeting through VC/OAVM will be made available to at least 1000 Equity Shareholders on first come first serve basis as per MCA Circulars. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc, who are allowed to attend the Meeting without restriction on account of first come first serve basis.
10. The Equity Shareholders may send their queries relating to the Scheme on or before Saturday, July 6, 2024, mentioning their name/Institution/Corporate Shareholder they are representing, Folio No/DP ID Client, email id and mobile number to KFin and to the Company at [secretarial@stl.tech](mailto:secretarial@stl.tech). These queries will be addressed by the Company suitably. The Shareholders are requested to restrict their questions only to matters pertaining to the business set out in the Notice convening this Meeting.

**The Cut-off date for dispatch of notice of the meeting to the equity shareholders is Friday, May 31, 2024.**

**Equity Shareholders holding shares in physical mode and whose email ids are not registered, are requested to register their email id with KFin (RTA) at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) with a copy marked to [secretarial@stl.tech](mailto:secretarial@stl.tech) by sending a duly signed request letter mentioning their name as registered with the RTA, address, email address, mobile number, self- attested copy of PAN, DPID/Client id or folio number and number of shares held. Shareholders holding shares in dematerialized mode are requested to register/update their email address with the relevant Depository Participants.**

11. Pursuant to NCLT Orders, the First Applicant Company is pleased to provide e-voting facility through KFin to its Equity Shareholders. The Equity Shareholders of the First Applicant Company whose names appear in the records of the First Applicant Company as on the cut-off

date shall be eligible to vote for the Meeting of the Equity Shareholders of the First Applicant Company. It is hereby clarified that it is mandatory for Equity Shareholders to vote using the e-voting facility only, subject to compliance with the instructions for e-voting. The voting right may be exercised either by remote e-voting within prescribed period or by e-voting during the Meeting being convened through VC/ OAVM.

Any person who becomes an Equity Shareholder of the First Applicant Company after dispatch of the Notice and whose names appear in the records of the First Applicant Company as on the cut-off date for e-voting may cast his vote by following the instructions of remote e-voting and voting during the Meeting provided in this Notice.

In terms of the directions contained in the NCLT Orders, Mr. B Narasimhan, Proprietor BN & Associates (FCS - Membership No.: 1303, COP No.: 10440), Practicing Company Secretary and failing him Mr. Venkataraman K (ACS - Membership No.: 8897, COP No.: 12459), Practicing Company Secretary, are appointed as the Scrutinizer to scrutinize votes cast electronically through remote e-voting and e-voting during the Meeting in a fair and transparent manner.

12. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the First Applicant Company and make, not later than two (2) working days from the conclusion of Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any to the Chairman or person authorised by him in writing, who shall countersign the same. Thereafter, the Chairman or person authorised by him in writing shall declare the result of the voting forthwith.
13. The result of the Meeting shall be submitted to NCLT by the Chairman of the Meeting in the prescribed form along with the Scrutinizer's Report and the same shall be displayed at the Registered Office of the First Applicant Company and its website viz. [www.stl.tech](http://www.stl.tech) and on the website of KFin at <https://evoting.kfintech.com>, immediately after submission. Further, the result of the voting shall be reported to BSE and NSE.
14. The voting rights of the Equity Shareholders shall be in proportion to their shareholding in the First Applicant Company as on cut-off date for e-voting i.e. Wednesday, July 3, 2024.
15. The Scheme shall be considered approved by the Equity Shareholders of the First Applicant Company if the resolution mentioned above in the Notice has been approved by majority of persons representing three-fourths in value of the Equity Shareholders of First Applicant Company, present and voting, in terms of sections 230 to 232 of the Act.
16. The shareholders are requested to carefully read each of the notes set out here and in particular, instructions for joining the Meeting and manner of casting vote through remote e-voting prior to the Meeting or e-voting during the Meeting.
17. **Process for registration of e mail addresses:**

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 number. 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
- 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>

- a) **Registration of e mail address permanently with Company/DP:** Members are requested to register the e-mail address with the concerned DP, in respect of electronic holding and in respect of physical holding, please send an email at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) to know more about the registration process. In addition, those members who have already registered their e mail addresses are requested to keep their e mail addresses validated/updated with the relevant DP/RTA to enable servicing of notices/documents/ integrated reports and other communications electronically to their e mail address in future.

#### 18. INSTRUCTIONS FOR ATTENDING THE MEETING THROUGH VC/OAVM AND E-VOTING:

- a. Pursuant to Section 108 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI Listing Regulations. Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFintech on resolution set forth in this Notice.  
Further, the facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.
- b. In terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, 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.
- c. 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. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- d. 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".
- e. The manner of voting remotely by members holding shares in dematerialized 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: Sunday, July 7, 2024 at 10:00 a.m. (IST)
  - End of remote e-voting: Tuesday, July 9, 2024 at 5:00 p.m. (IST)

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 KFintech upon expiry of the aforesaid period.

- f. 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, 3 July 2024. 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, 3 July 2024, only shall be entitled to avail the facility of remote e-voting/e-voting during the meeting.
  - g. Any person holding shares in physical form and non-individual members, 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 KFintech for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.
  - h. In case of Individual Members 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 members holding securities in demat mode.
  - i. The Hon’ble NCLT has appointed Mr. B Narasimhan, Proprietor BN & Associates, Practicing Company Secretary (Membership No. FCS 1303 and Certificate of Practice No. 10440), or failing him, Mr. Venkataraman K, Practicing Company Secretary (Membership No. ACS 8897 and Certificate of Practice No. 12459) as a Scrutinizer to scrutinize the remote e-voting and Insta Poll process in a fair and transparent manner.
  - j. 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 authorized 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 Meeting 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.
  - k. The resolution will be deemed to be passed on the meeting date subject to receipt of the requisite numbers of votes in favour of the Resolutions.
- 19. PROCEDURE FOR LOGIN FOR E-VOTING AND ATTENDING MEETING THROUGH VC/OAVM FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:**

In terms of relevant SEBI circular on e-Voting facility provided by listed companies, individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-voting facility.

**Login method for Individual shareholders holding securities in Demat mode is given below:**

Type of shareholders	Login Method
Individual shareholders holding	<b>1. User already registered for IDeAS facility:</b> I. Open <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> .

<p>securities in demat mode with National Securities Depository Limited (“NSDL”)</p>	<p>II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e- Voting”.</p> <p>IV. Click on Bank Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period.</p> <p><b>2. User not registered for IDeAS e-Services:</b></p> <p>I. To register, open <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</p> <p>II. Select “Register Online for IDeAS “Portal or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>III. Proceed with completing the required fields.</p> <p><b>3. By visiting the e-Voting website of NSDL</b></p> <p>I. Open <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>V. Click on Bank name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period</p>
<p>Individual shareholders holding securities in demat mode with Central Depository Services (India) Limited (“CDSL”)</p>	<p><b>1. Existing user who has opted for Easi/Easiest</b></p> <p>I. Click at <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/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 with user ID and Password.</p> <p>IV. After successful login of Easi / Easiest, option will be made available to reach e-voting page.</p> <p>V. Click on e-voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a>.</p> <p>II. Proceed with completing the required fields.</p> <p><b>3. By visiting the e-Voting website of CDSL</b></p> <p>I. Visit at <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</p> <p>II. Provide Demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</p>

	IV. After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress.
Individual shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.  Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Bank Name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important Note:** Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for individual shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 or 1800 22 44 30.
Individual shareholders holding securities in demat mode 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 022- 23058738 or 022-23058542-43.

**20. LOGIN METHOD FOR E-VOTING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND FOR ALL SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE:**

1. Open Initial password is provided in the body of the e-mail.
2. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
3. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
4. After entering the correct details, click on LOGIN.
5. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVENT i.e. Sterlite Technologies Limited.



8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
9. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
10. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
11. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizers through email at [support@bnpassociates.in](mailto:support@bnpassociates.in) or at [secretarial@stl.tech](mailto:secretarial@stl.tech) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'STL\_EVENT No.'
12. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

#### **A. Voting at the Meeting**

- i. Only those members/shareholders, who will be present in the Meeting and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.
- ii. Members who have voted through remote e-voting will still be eligible to attend the Meeting.
- iii. Members attending the Meeting shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Voting at Meeting will be available at the end of the Meeting and shall be kept open for 15 minutes. Members viewing the Meeting, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

#### **B. Instructions for members for attending the Meeting**

- i. Members will be able to attend the Meeting through VC/OAVM or view the live webcast of Meeting provided by KFin at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for Meeting will be available in members login, where the EVENT and the name of the Company can be selected.
- ii. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.
- iii. Members may join the meeting using headphones for better sound clarity.
- iv. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due

to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.

- v. Members, who would like to express their views or ask questions during the Meeting will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from Sunday, July 07, 2024 to Tuesday, July 09, 2024. Only those members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Meeting. Only questions of the members holding shares as on the cut-off date will be considered.
- vi. A video guide assisting the members attending the Meeting is available for quick reference at URL <https://emeetings.kfintech.com/> under the "How It Works" tab placed on top of the page.
- vii. Members who need technical assistance before or during the Meeting can contact KFin at [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or Helpline: 1800 309 4001.

### C. 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 number. 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.

### D. OTHER INSTRUCTIONS

- I. 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, at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFin's toll free No. 1-800-309-4001 for any further clarifications.

- II. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Wednesday, July 3, 2024, being the cut-off date, are entitled to vote on the Resolution 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.
- III. In case a person has become a Member of the Company after dispatch of the Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
  - i. If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting. Event Number+ Folio No. or DP ID Client ID to 9212993399
    1. Example for NSDL:
    2. MYEPWD <SPACE> IN12345612345678
    3. Example for CDSL:
    4. MYEPWD <SPACE> 1402345612345678
    5. Example for Physical:
    6. MYEPWD <SPACE> XXXX1234567890
  - ii. 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.
  - iii. Members who may require any technical assistance or support before or during the Meeting 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).

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH, AT MUMBAI**

**C.A.(CAA)/ 24/MB IV /2024**

In the matter of the Companies Act, 2013;

AND

In the matter of Section 230 to 232 of the Companies Act,  
2013 and other applicable provisions of the Companies Act,  
2013 and Rules framed thereunder;

AND

In the matter of Scheme of Arrangement between Sterlite  
Technologies Limited ('Demerged Company') and STL  
Networks Limited ('Resulting Company') and their  
respective Shareholders and Creditors ('Scheme')

<b>Sterlite Technologies Limited,</b> a company )	
incorporated under the Companies Act, 1956 having its )	
Registered Office situated at 4th Floor, Godrej )	
Millennium, Koregaon Road 9, STS 12/1, Pune, )	
Maharashtra 411001, India )	... First Applicant Company /
CIN: L31300PN2000PLC202408 )	Demerged Company

**EXPLANATORY STATEMENT TO THE NOTICE OF THE MEETING OF EQUITY  
SHAREHOLDERS OF APPLICANT COMPANY UNDER SECTION 102 AND 230 OF THE  
COMPANIES ACT, 2013 READ WITH THE COMPANIES (COMPROMISES,  
ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016**

- (i) This is a statement accompanying the Notice convening the meeting of the Equity Shareholders of the First Applicant Company, pursuant to the Order dated April 17, 2024 and Order dated May 15, 2024 ('Orders'/ 'NCLT Orders') passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble Tribunal'/ 'NCLT') in the Company Scheme Application CA (CAA)/24/MB-IV/2024. A meeting is being called, convened and conducted through video conferencing ('VC')/ other audio visual means ('OAVM') on **Wednesday, 10 July 2024 at 10:00 a.m.** (IST) for the purpose of considering, and if thought fit, approving the proposed Scheme of Arrangement between Sterlite Technologies Limited ('Demerged Company'/ 'First Applicant Company') and STL Networks Limited ('Resulting Company'/ 'Second Applicant Company,') and their respective Shareholders and Creditors ('Scheme') appended hereto as ANNEXURE "A". The First Applicant Company and the Second Applicant Company are hereinafter also where

the context admits, collectively referred to as the “Applicant Companies”. The Scheme, provides for inter-alia: (a) demerger of the Demerged Undertaking (as defined hereinafter) of the Demerged Company into the Resulting Company on a going concern basis (“Demerger”) and the consequent issuance of equity shares by the Resulting Company to the shareholders of the Demerged Company; and (b) various other matters consequential or integrally connected therewith, including the reorganisation of the share capital of the Resulting Company, pursuant to the provisions of Sections 230-232 and other applicable provisions of the Act and the SEBI Scheme Circulars.

(ii) **Background of Sterlite Technologies Limited** (First Applicant Company/ Demerged Company) is as under:

- A. Sterlite Technologies Limited bearing CIN: L31300PN2000PLC202408, PAN: AAEC8719B, was originally incorporated as a Private Limited Company, under the Companies Act, 1956 under the name and style of Sterlite Telecom Systems Limited, on 24 March 2000. Subsequently, its name was changed to ‘Sterlite Optical Technologies Limited’ and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies (RoC), Mumbai, Maharashtra, on 21 August 2000. Again, its name was changed to ‘Sterlite Technologies Limited’ and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies (RoC), Mumbai, Maharashtra, on 25 August 2007.
- B. The equity shares of the First Applicant Company are listed on BSE and NSE.
- C. The Registered office of the First Applicant Company is situated at 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra 411001, India and the email address is [secretarial@stl.tech](mailto:secretarial@stl.tech).
- D. The Authorised, Issued, Subscribed and paid-up Share Capital of First Applicant Company as on 30 September 2023 is as under:

Particulars	Amount in Rs
<b>Authorized Share Capital</b>	
75,00,00,000 Equity shares of Rs. 2/- each	150,00,00,000
<b>Total</b>	<b>150,00,00,000</b>
<b>Issued, Subscribed and Paid-up</b>	
39,90,06,502 Equity Shares of Rs. 2/- each, fully paid up	79,80,13,004
<b>Total</b>	<b>79,80,13,004</b>

Subsequent to 30 September 2023, the First Applicant Company has issued 1,45,934 shares of Rs. 2 each against exercise of ESOP options by eligible employees. Further, the First Applicant Company has issued 8,84,56,435 Equity Shares of face value ₹2 each to eligible Qualified Institutional Buyers on 12 April 2024. Subsequently the updated issued, subscribed and paid-up Share Capital of the First Applicant Company is as follows.

Particulars	Amount in Rs
<b>Authorized Share Capital</b>	
75,00,00,000 Equity shares of Rs. 2/- each	150,00,00,000
<b>Total</b>	<b>150,00,00,000</b>
<b>Issued, Subscribed and Paid-up</b>	
48,76,08,871 Equity Shares of Rs. 2/- each, fully paid up	97,52,17,742
<b>Total</b>	<b>97,52,17,742</b>

Subsequent to the above changes, there has been no change in authorised, issued, subscribed and paid up share capital of First Applicant Company.

E. The main object of the First Applicant Company is set out in the Memorandum of Association as under:

1. To carry on the business of manufacture, trade, sale, import, export or otherwise deal in all kinds, classes and varieties of telecommunication cables, jelly filled cables, dry core cables, coaxiable cables, optical fiber cables, switch boards cables, optical fibers, jumper wires, telephone handset cords, electrical wires and other suitable alike cables and wires, telegraph, wireless, telephone and telecommunications company and for this purpose to establish, operate, maintain, manage, work, repair telephone exchanges, public switched telephone network cables communication station, radio and television receiving stations, satellites, telecommunications network, to install sell, hire, license, lease telephones or any other instruments, appliances, apparatus used for transmission or reception of messages, signs and signals.
2. To carry on the business of manufacture, design, developments, engineering, marketing, import and export, purchase, sales transfer, lease, maintain, repair, operation, transmission, consultancy, management contracting, execution, technical and educational services, licensing, franchising, distribution, agency or otherwise deal in hardware & software including intellectual property, computing and processing machines, systems, processes, equipment's, apparatus, appliances, and others articles whether electronic, electric, mechanical, digital, telephonic, satellite, wireless or otherwise relating to telecommunication, information technology, informatics and allied activities.
3. To carry on the business of Internet Services Provider and other value-added services, set-up Telecom Infrastructure for Broadband Networks, Telecom Bandwidth buying and reselling, providing ASP's (Application Software Package) for E-Commerce B2B, B2C Application, carry out E-Commerce activities, franchise operations for Telecom / Internet Services Providers and similar activities.

F. There has been no change in the objects clause of the First Applicant Company during the last five years.

- G. The First Applicant Company is currently engaged in the in the following businesses:
- Optical Networking - the division of the Demerged Company engaged in manufacture and sale of optical fibre, optical fibre cable, specialty cables and optical interconnect products (hereinafter referred to as “Optical Network Business” or “ONB”).
  - 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”).
  - Digital & Technology Solutions - the division of the Demerged Company engaged in provision of IT-ITES solutions and services (hereinafter referred to as “Digital Business”).

(iii) **Background of STL Networks Limited** (Second Applicant Company /Resulting Company) is as under:

- STL Networks Limited bearing CIN U72900PN2021PLC199875 was incorporated as a public limited company, under the Companies Act, 2013 under the name and style of STL Networks Limited, on the 26 March 2021.
- The Registered Office of the Second Applicant Company is situated at 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra 411001, India.
- The Authorised, Issued, Subscribed and paid-up Share Capital of the Second Applicant Company as on 30 September 2023 is as under:

Particulars	Amount in Rs
<b>Authorized Share Capital</b>	
50,000 Equity shares of Rs. 10/- each	5,00,000
<b>Total</b>	<b>5,00,000</b>
<b>Issued, Subscribed and Paid-up</b>	
50,000 Equity Shares of Rs. 10/- each, fully paid up	5,00,000
<b>Total</b>	<b>5,00,000</b>

Subsequent to the above date, there has been no change in authorised, issued, subscribed and paid up share capital of Second Applicant Company.

- The main objects specified in the Memorandum of Association of the Second Applicant Company is as follows:

1. To carry on 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 centre design engineering and end-to-end cyber infrastructure.
2. To carry on the business of manufacture, design, developments, engineering, marketing, import and export, purchase, sales transfer, lease, maintain, repair, operation, transmission, consultancy, management contracting, execution, technical and educational services, licensing, franchising, distribution, agency or otherwise deal in hardware & software including intellectual property, computing and processing machines, systems, processes, equipments, apparatus, appliances, and others articles whether electronic, electric, mechanical, digital, telephonic, satellite, wireless or otherwise relating to telecommunication, information technology, informatics and allied activities.
3. To carry on the business of manufacture, trade, sale, import, export or otherwise deal in all kinds, classes and varieties of telecommunication cables, jelly filled cables, dry core cables, coaxial cables, optical fiber cables, switch boards cables, optical fibers, jumper wires, telephone handset cords, electrical wires and other suitable alike cables and wires, telegraph, wireless, telephone and telecommunications company and for this purpose to establish, operate, maintain, manage, work, repair telephone exchanges, public switched telephone network cables communication station, radio and television receiving stations, satellites, telecommunications network, to install sell, hire, license, lease telephones or any other instruments, appliances, apparatus used for transmission or reception of messages, signs and signals.”

- E. There has been no change in the objects clause of Resulting Company during the last five years.
- F. The Second Applicant 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 centre design engineering and end-to-end cyber infrastructure.

**(iv) Rationale of the Scheme:**

1. 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.

2. 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.

3. Pursuant to the Scheme, all the shareholders of Demerged Company will get new shares in the Resulting 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.

(v) **Brief background and salient features of the Scheme**

1. This Scheme is a Scheme of Arrangement between Sterlite Technologies Limited ('Demerged Company') and STL Networks Limited ('Resulting Company') and their respective Shareholders and Creditors under section 230-232 and other applicable provisions of the Companies Act, 2013.
2. In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meanings:
  - **"Appointed Date"** means the opening of business hours on the April 1, 2023 or such other date as the NCLT may direct/ allow.

- **“Demerged Undertaking”** means the business, undertaking, and properties, of the Demerged Company of whatsoever nature and kind and wheresoever situated, in each case, forming part of or necessary or advisable for the conduct of, or the activities or operations of, the Global Services Business on a going concern basis and shall mean and include (without limitation):
  - a) all immovable properties (list of such immovable properties pertaining to the Global Services Business is more particularly set-out in Schedule I hereto) and rights thereto i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold, leave and licensed, right of way, tenancies or otherwise) including roads, drains, civil works, foundations for civil works, buildings, offices, etc., which immovable properties exclusively or predominantly form part of the Global Services Business or which are determined by the Board as being necessary for conduct of, or the activities or operations of, the Global Services Business and all documents (including deeds or receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest, benefits and interests of agreements for lease or license or other rights to use of premises, in connection with the said immovable properties;
  - b) all assets, as are movable in nature and which exclusively or predominantly form part of the Global Services Business, whether present or future, tangible or intangible, in possession or not, corporeal or incorporeal, in each case, wherever situated (including plant and machinery, capital work in progress, furniture, fixtures, fixed assets, contingent assets, computers, air conditioners, appliances, accessories, office equipment, communication facilities, installations, vehicles, inventories, stock in trade, stores and spares, packing material, raw material, tools and plants) actionable claims, earnest monies, security deposits paid or deemed to have been paid and sundry debtors, prepaid expenses, bills of exchange, promissory notes, financial assets, investment and shares in entities/ branches/ offices undertaking the Global Services Business in India or overseas, outstanding loans and advances, recoverable in cash or in kind or for value to be received, receivables, funds, cash and bank balances and deposits including accrued interest thereto with any Appropriate Authority, banks, customers and other persons, the benefits of any bank guarantees and performance guarantees;
  - c) all permits, licenses, permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, pre-qualifications, eligibility criterion, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, tax deferrals, incentives, (including but not limited to benefits of all tax holiday, tax relief including under the Income Tax Act, 1961 such as brought forward accumulated tax losses, unabsorbed depreciation, etc.), tax related assets and credits including but not limited to GST input credits, CENVAT credits, advance tax, tax deducted at source, exemptions and other benefits (in each case including the benefit of any applications made for the same), relatable to the Global Services Business, if any, liberties and advantages, approval for commissioning of project and other licenses or clearances granted/ issued/ given by any Appropriate Authority, organizations or companies necessary for conduct of, or the activities or operations of, the Global Services Business or in connection therewith including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that which exclusively or predominantly form part of the Global Services Business;
  - d) all contracts, agreements, request for proposals, purchase orders/ service orders, operation and maintenance contracts, memoranda of understandings, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, bids, tenders, approved tenders, ongoing participated tenders, open tenders, open order books, tariff policies, expressions of interest, letters of intent, hire and purchase arrangements, procurement agreements, services agreements, lease/ license agreements, tenancy rights, agreements/ panchnamas for right of way, equipment

purchase agreements, agreement with customers, purchase and other agreements with the supplier/ manufacturer of goods/ service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether vested or potential and written, oral or otherwise and all rights, title, interests, claims and benefits thereunder which exclusively or predominantly form part of the Global Services Business;

- e) all rights to use and avail telephones, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by the Demerged Company which exclusively or predominantly form part of the Global Services Business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Demerged Company which exclusively or predominantly form part of the Global Services Business;
- f) Demerged Undertaking Liabilities;
- g) Demerged Undertaking IP;
- h) all books, records, files, papers, engineering and process information, records of standard operating procedures, computer programmes along with their licenses, drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records whether in physical or electronic form, in connection with or relating to the Global Services Business of the Demerged Company;
- i) Transferred Employees;
- j) Investment in subsidiaries, joint ventures, associates, branches etc in India, UK, or any such jurisdiction whether existing or which would come into existence either prior to or after the Appointed Date for carrying on the Global Services Business whether in India or outside;
- k) Right to use the work experience, qualifications, capabilities, legacies and track record with national & international customers/companies, government / non – government agencies / bodies, contracts with clients and with vendors, (including technical parameters, past performance, track record, financial credentials such as profitability, turnover, net-worth, financials, Incorporation History, etc.) of the Demerged Company pertaining to GSB, acquired by reason of the completion of various projects and works, certificates of completion of projects or works issued by the clients and the right to use all these past credentials for qualifying for any tender or project in the future.

It is clarified that any question that may arise as to whether a specific asset (tangible or intangible) or any liability pertains or does not pertain to the Global Services Business or whether it arises out of the activities or operations of the Global Services Business or not, shall be decided by the Board of the Demerged Company or any committee thereof empowered by the Board.

- **“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.

- **“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 Demerged Company, who shall be entitled to receive Resulting Company Equity Shares of the Resulting Company upon coming into effect of this Scheme as specified in Clause 16 of this Scheme.

(vi) **Consideration**

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”).*

The shares issued by the Resulting Company pursuant to Clause 16 of the Scheme are referred to as **“Resulting Company Equity Shares”**.

Details of the assets and liabilities of each of the Resulting Company and the Demerged Company, pre and post demerger are annexed hereto as **‘Annexure P1’ and ‘Annexure P2’**.

**THE FEATURES SET OUT ABOVE BEING ONLY THE MATERIAL PROVISIONS OF THE SCHEME, THE EQUITY SHAREHOLDERS OF THE FIRST APPLICANT COMPANY ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME OF ARRANGEMENT TO GET THEMSELVES FULLY ACQUAINTED WITH THE PROVISIONS THEREOF.**

**1. Board Meeting, Valuation Report & Basis of Valuation Report**

The Scheme was placed before the Board of Directors of the First Applicant Company on 17 May 2023, wherein the report on Share Entitlement Ratio issued by SSPA & Co., Chartered Accountants (IBBI Registration No. IBBI/RV/06/2018/10092), Registered Valuer, was also placed before the Board.

**2. Submissions, Approvals and Other Information**

- The First Applicant Company had made a joint application along with the Second Applicant Company with the National Company Law Tribunal, Mumbai Bench for the sanction of the Scheme under Sections 230 to 232 of the Companies Act, 2013 and is subject to approval of the NCLT.
- The draft Scheme was placed before the Audit Committee of the First Applicant Company at its meeting held on 16 May 2023. On the basis of its evaluation and independent judgement and consideration of the draft Scheme, Report on share entitlement Ratio received from SSPA & Co., Chartered Accountants (enclosed herewith as **‘Annexure C’**), Fairness Opinion on the

share entitlement Ratio received from RBSA Capital Advisors Limited on 16 May 2023 (enclosed herewith as ‘**Annexure D**’), draft certificate from the Statutory Auditors of the Company on the Accounting treatment in the scheme, the Audit Committee recommended the Scheme to the Board of Directors of the First Applicant Company.

- Sterlite Technologies Limited, a listed public limited company, in compliance with the applicable SEBI Circulars, presented the draft Scheme, along with all requisite information and documents to BSE Limited (‘BSE’) and National Stock Exchange of India Limited (‘NSE’), for obtaining necessary approval from the Securities and Exchange Board of India (‘SEBI’) through BSE & NSE. The approval in form of the Observation letter dated 28 September 2023 and 15 September 2023 received from BSE & NSE, respectively, are enclosed herewith as ‘**Annexure E1 & E2**’.
- As required by the SEBI Circular, the First Applicant Company has filed the Complaint Report with BSE and NSE on 28 June 2023 and 18 July 2023, respectively. The report indicate that the First Applicant Company received NIL complaints. Copies of the aforementioned Complaint Report submitted to BSE & NSE respectively are enclosed as ‘**Annexure F1**’ and ‘**Annexure F2**’ to this Notice.
- Compliance Report submitted to BSE and NSE, respectively, by Sterlite Technologies Limited are enclosed as ‘**Annexure G1**’ and ‘**Annexure G2**’
- Report by the Board of Directors of Sterlite Technologies Limited and STL Networks Limited, pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013 are enclosed as ‘**Annexure H1**’ and ‘**Annexure H2**’.
- As per comments contained in the above Observation Letters, details of ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken against Sterlite Technologies Limited, its promoters and directors are attached as ‘**Annexure R**’.

### 3. Directors, Promoters and Key Managerial Personnel (“KMP”)

- a. There are KMPs in the First Applicant Company. There are no KMPs in the Second Applicant Company.
- b. None of the Directors or the KMPs of the First and Second Applicant Company and their relatives have any material concern or interest, financial and / or otherwise in the Scheme except to the extent of their shareholding in the Applicant Companies.
- c. The details of the present Directors of all Applicant Companies are as follows:

#### List of directors of Sterlite Technologies Limited

S. No.	DIN	Name of the Director	Address	Equity share (nos.)	Shareholding (%)
1.	06487248	Kumud Madhok Srinivasan	255, SW Alderidge Dr, Portland, OR 97225	-	-

2.	02497125	Bangalore Jayaram Arun	202, Purva Grande 49 Lavelle Road Bangalore - 560001	-	-
3.	03344202	Ankit Agarwal	117, Koregaon Park, South main road, Lane No. 4, Pune- 411001, Maharashtra	8,38,676	0.17
4.	06451889	Subramanian Madhavan	D 1063 NFC, New Delhi- 110025	-	-
5.	00022096	Pravin Agarwal	117, Koregaon Park, Pune - 411001	50,000	0.01
6.	00116303	Sandip Das	909A, The Magnolias, DLF Golf Link Apartments, DLF Phase V, Golf Course Road, Gurgaon , Haryana 122009, India	-	-
7.	00010883	Anil Kumar Agarwal	Flat 2 42 Hill Street London W1J5NU GB	-	-
8.	08567907	Venkatesh Murthy	C-301, Gurdev Complex, Phase-3, Sayli Road, Dadra Nagar Haveli, Silvasa- 396230	59,461	0.01
9.	08333492	Ms. Amrita Gangotra	A-118-E Sector 35, Noida 201301	-	-

#### List of directors of STL Networks Limited

S. NO.	DIN	Name of the Director	Address	Equity Share (Nos.)	Shareholding (%)
1	03344202	Ankit Agarwal	117, Koregaon Park, South main road, Lane No. 4, Pune- 411001, Maharashtra	-	-
2	10302407	Gopal Chandra Rastogi	Apartment No-1001, 10th Floor, Block No- B1, The Residences Uniworld Resorts, Narsinghpur, Gurgaon, 12 2004, Haryana	-	-
3	01991389	Praveen Cherian	1B, Eastwood Layout, Harlur Road, Bengaluru-560102	-	-

d. Lists of Shareholders of Sterlite Technologies Limited is as follows:

Sr. No.	Name of Shareholder	Address	No. of Equity Shares held in the First Applicant Company
A.	<b>Promoter &amp; Promoter Group:</b>		
1.	Jyoti Agarwal	117, Koregaon Park, South main road, Lane No. 4, Pune-411001, Maharashtra	11,500
2.	Navin Kumar Agarwal	Soham, 8/738, Behramji Gamadia Road, Mumbai-400026.	2,86,945
3.	Pravin Agarwal	117, Koregaon Park, South main road, Lane No. 4, Pune-411001, Maharashtra	50,000
4.	Pratik Pravin Agarwal	403-A, 3 <sup>rd</sup> floor, Samudra Mahal, A-Wing, Opp Lotus,DR A.B.Road, Worli Mumbai, 400018	52,500
5.	Ankit Agarwal	117, Koregaon Park, South main road, Lane No. 4, Pune-411001, Maharashtra	8,38,676
6.	Ruchira Agarwal	Soham, 8/738, Behramji Gamadia Road, Mumbai-400026	16,000
7.	Sonakshi Agarwal	403-A, 3 <sup>rd</sup> floor, Samudra Mahal, A-Wing, Opp Lotus,DR A.B.Road, Worli Mumbai, 400018	21,000
8.	Anil Kumar Agarwal	Flat 2 42 Hill Street London W1J5NU GB	0

9.	Vedanta Limited	1st Floor, C wing, Unit 103, Corporate Avenue Atul Projects, Chakala, Andheri (East), Mumbai City, Mumbai, Maharashtra, India, 400093	47,64,295
10.	Pravin Agarwal Family Trust	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001	100
11.	Twinstar Overseas Limited	C/o IQ EQ Corporate Services (Mauritius) Ltd 33, Edith Cavell Street, Port Louis 11324, Ma	20,94,02,750
B.	<b>Public Shareholders</b>		27,21,28,844
<b>Total</b>			<b>48,75,72,610</b>

e. Lists of Shareholders of STL Networks Limited is as follows:

Sr. No.	Name of Shareholder	Address	No. of Equity Shares held in the Second Applicant Company
<b>Promoter and Promoter Group</b>			
1.	Sterlite Technologies Limited	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001	49,994
2.	Sterlite Technologies Limited jointly with Sumit Mukherjee	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001	1
3.	Sterlite Technologies Limited jointly with Venkatesh Murthy	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1,	1



		Pune, Maharashtra, India, 411001	
4.	Sterlite Technologies Limited jointly with Ankit Agarwal	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001	1
5.	Sterlite Technologies Limited jointly with Gopal Rastogi	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001	1
6.	Sterlite Technologies Limited jointly with Badri Gomatam	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001	1
7.	Sterlite Technologies Limited jointly with Mrunal Dixit	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001	1
<b>TOTAL</b>			<b>50,000</b>

The pre and post scheme shareholding pattern (including Promoter and Promoter Group) of Sterlite Technologies Limited and STL Networks Limited are annexed hereto as ‘Annexure II’ and ‘Annexure I2’.

#### **4. THE IMPACT OF DEMERGER ON REVENUE GENERATING CAPACITY**

The business presently undertaken by the Sterlite Technologies Limited (directly and indirectly) comprises of the Optical Network Business (‘ONB’), Global Services Business (‘GSB’) and Digital Business, each of which have different requirements and are operated independent of each other as separate business verticals.

The segregation of the Global Services Business undertaking would not impact the revenue generating capacity of the remaining business of the Company related to the Optical network Business and Digital Business. Further, the demerger would unlock value of each business vertical of the Company thereby enhancing its business operations with more efficient management control and independent strategies thus positively impacting its revenue generating capacity of the Optical network Business and Digital Business.

#### **5. NEED FOR DEMERGER/ RATIONALE OF THE SCHEME/ SYNERGIES OF THE BUSINESS OF THE ENTITIES INVOLVED IN THE SCHEME**

- 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.

## 6. COST BENEFIT ANALYSIS OF THE SCHEME

The Scheme is expected to lead to improved competitiveness, operational efficiency and strengthen the position in the marketplace for both the Demerged Company and Resulting Company. This would strengthen competitive advantage in the long run and is expected to offset the cost due to implementation of the Scheme.

### **Impact of the Scheme on the Shareholders**

Upon the Scheme becoming effective, pursuant to the transfer and vesting of GSB Undertaking of the Demerged Company into Resulting Company, and in consideration for the said transfer, the shareholders of the Demerged Company shall be issued and allotted fully paid up equity shares in the Resulting Company as per the Share Entitlement Ratio. Accordingly, the overall economic interest of the equity shareholders of the Demerged Company shall remain same in both the Demerged and the Resulting Company. Further, there is no proposed change in the shareholding pattern of the Company pursuant to the said Scheme.

There will be no change in the shareholding pattern of the Company as a result of the demerger pursuant to the Scheme and that the Resulting Company's shareholding pattern will mirror the shareholding pattern of the Company as a consequence of the effectiveness of the Scheme. The equity shares of Resulting Company so issued and allotted as provided above shall be listed on the Stock Exchanges.

In light of the above, the proposed Scheme is expected to be beneficial to the Company and its shareholders and all other stakeholders at large and is not detrimental to any of the shareholders of the Company.

7. Statement disclosing details of Arrangement as per sub-section 3 of Section 230 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

<b>No</b>	<b>Particulars</b>	<b>Sterlite Technologies Limited</b>	<b>STL Networks Limited</b>
<b>(i)</b>	<b>Details of the order of the NCLT directing the calling, convening and conducting of the meeting</b>		
<b>a.</b>	Date of Order	17 April 2024 and 15 May 2024	
<b>b.</b>	Date, time and venue of the meeting	Wednesday, 10 July 2024 at 10:00 a.m. through video conferencing	Not Applicable
<b>(ii)</b>	<b>Details of the Companies including</b>		
<b>a</b>	Corporate Identification Number (CIN)	L31300PN2000PLC202408	U72900PN2021PLC199875
<b>b</b>	Permanent Account Number (PAN)	AAECS8719B	ABFCS8040P
<b>c</b>	Name of Company	Sterlite Technologies Limited	STL Networks Limited

<b>d</b>	Date of Incorporation	24 March 2000	26 March 2021
<b>e</b>	Type of Company	Listed Public Limited Company	Public Limited Company
<b>f</b>	Registered Office address	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001
	E-mail address	<a href="mailto:secretarial@stl.tech">secretarial@stl.tech</a>	<a href="mailto:secretarial@stl.tech">secretarial@stl.tech</a>
<b>g</b>	Summary of the main object as per the Memorandum of Association;	Refer clause ii (E) of this statement	Refer clause iii (D) of this statement
<b>g</b>	Summary of the main business carried on by the Company	Refer clause ii (G) of this statement	Refer clause iii (F) of this statement
<b>h</b>	Details of change of name, Registered Office and objects of the Company during the last five years	<p>The Registered office of the first applicant company was shifted from the jurisdiction of RoC-Mumbai to the RoC-Pune with effect from 6 July 2021.</p> <p>There were no changes in the name and objects of the Company during the last five years.</p>	There were no changes in the name, Registered Office and objects of the Company during the last five years.
<b>i</b>	Name of stock exchange(s) where securities of the Company are listed, if applicable	The equity shares of the First Applicant Company are listed on BSE and NSE.	Not Applicable
<b>j</b>	Details of capital structure- Authorized, Issued, subscribed and paid-up share capital	Refer clause ii (D) of this statement	Refer clause iii (C) of this statement
<b>k</b>	Names of the promoters and directors along with their addresses	Refer clause 3 (c) and (d) of this statement	Refer clause 3 (c) and (e) of this statement
<b>(iii)</b>	If the scheme of Arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of Arrangement, including holding, subsidiary or associate	The Second Applicant Company is a wholly owned subsidiary of the First Applicant Company.	

	companies		
(iv)	The date of board meeting at which the scheme was approved by the board of directors including the name of directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution	17 May 2023  All directors present in the meeting have voted in favour of the resolution.	17 May 2023  All directors present in the meeting have voted in favour of the resolution.
(v)	<b>Explanatory Statement disclosing details of the scheme of Arrangement including: -</b>		
a.	Parties involved in Such Arrangement	Scheme of Arrangement between Sterlite Technologies Limited ('Demerged Company') and STL Networks Limited ('Resulting Company').	
b.	Appointed Date	01 April 2023	
c.	Effective Date	As defined in the Scheme of Arrangement.	
d.	Share Exchange Ratio and other considerations, if any	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").	
e.	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any; and the declaration that the valuation reports is available for inspection at the registered office of the company	The Company has obtained the Report on Share entitlement Ratio from SSPA & Co., Chartered Accountants ('Annexure C') and Fairness Opinion on the share entitlement Ratio received from the Merchant Banker ('Annexure D'). The same shall be available at the Registered Office of the Company for inspection.	
f.	Details of capital or debt restructuring, if any	NIL	
g.	Rationale for the Arrangement	Refer clause iv of this statement.	
h.	Benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others (as	Refer clause iv of this statement.	

	applicable)		
<b>i.</b>	Amount due to unsecured Creditors	As on 31 October 2023, the total value of unsecured creditors is approx. INR 21,42,09,50,988/- (Rupees Twenty One Billion Forty Two Crore Nine Lakh Fifty Thousand Nine Hundred and Eighty Eight only)	As on 31 October 2023, the total value of unsecured creditors is approx. INR 2,83,900/- (Rupees Two Lakh Eighty Three Thousand Nine Hundred only)
<b>(vi)</b>	<b>Disclosure about effect of the Arrangement on:</b>		
<b>a</b>	Key Managerial personnel (KMP) (other than Directors)	The Directors, KMP and their respective relatives of First Applicant Company and Second Applicant Company may be affected only to the extent of their shareholding in respective companies and to the extent that the said Directors / KMP are the partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust that hold shares in the said companies, if any. Save as aforesaid, none of the Directors / KMP of the said companies have any material interest in the Scheme.	
<b>b</b>	Directors		
<b>c</b>	Promoters	The Promoters and Non-Promoters of the First Applicant Company and Second Applicant Company may be affected only to the extent of their shareholding in First Applicant Company and Second Applicant Company.	
<b>d</b>	Non-promoter members		
<b>e</b>	Depositors	Not applicable	
<b>f</b>	Creditors	No adverse effect since there will be no reduction in their claims and the assets of Applicant Companies post- demerger will be more than sufficient to discharge their claims.	
<b>g</b>	Debenture holders	<p>With regards to the debenture holders of First Applicant Company, there will be no material effect pursuant to the Scheme as the debentures of the First Applicant Company will not be transferred to the Second Applicant Company.</p> <p>As there are no debenture holders and debenture trustee in Second Applicant Company, the effect of the Scheme on them do not arise.</p>	
<b>h</b>	Deposit trustee & Debenture trustee	<p>As there are no depositors, deposit trustee, debenture holders and debenture trustee in Second Applicant Company, the effect of the Scheme on them do not arise. As there are no depositors and deposit trustee in First Applicant Company, the effect of the Scheme on the depositors and deposit trustee on First Applicant Company do not arise.</p> <p>With regards to the debenture trustee of First Applicant Company, there will be no material effect pursuant to the Scheme of Arrangement as the debentures of the First Applicant Company will not be transferred to the Second Applicant Company.</p>	

i	Employees of the company	All employees of the Demerged Company engaged in or in relation to the Demerged Undertaking and who are in such employment as on the Effective Date shall be transferred to and become the employees of the Resulting Company with effect from the Effective Date (the “Transferred Employees”) on the same terms and conditions of employment on which they are engaged by the Demerged Company without any break or interruption in service for the purpose of calculating retirement benefits. The Resulting Company undertakes to continue to abide by any agreement/settlement entered into by the Demerged Company with any employee of the Demerged Company in relation to the Transferred Employees.	No effect
(vii)	<b>Disclosure about effect of Arrangement on material interest of Directors</b>		
	Directors	The Directors of the Applicant Companies may be deemed to be concerned and/or interested in the Scheme to the extent of their shareholding in the Applicant Companies, or to the extent the said Directors are common Directors in the Transferor Company and the Transferee Company, or to the extent the said Directors are the partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust, that hold shares in the Transferor Company and the Transferee Company.	
	Key Managerial personnel	There shall be no material effect of Scheme on any of the Key Managerial Personnel.	Not applicable
	Debenture Trustee	There shall be no material effect of Scheme on Debenture Trustee as the debentures of the First Applicant Company will not be transferred to the Second Applicant Company.	Not Applicable
(viii)	Investigation or proceedings, if any, pending against the	No pending investigation or pending proceedings is pending against the First Applicant Company and Second Applicant Company.	

	company under the Act	
<b>(ix)</b>	<b>Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or inspection by the members and creditors:</b>	
<b>(a)</b>	Latest Audited Financial Statements of the Company including consolidated financial statements	Available at Registered Office of the Company between 10:00 a.m. to 5:00 p.m. on all working days, except Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the meeting.
<b>(b)</b>	Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with	Available at Registered Office of the Company 10:00 a.m. to 5:00 p.m. on all working days, except Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the meeting.
<b>(c)</b>	Copy of Scheme of Arrangement	Given as ' <b>Annexure A</b> '.  Available at Registered Office of the Company between 10:00 a.m. to 5:00 p.m. on all working days, except Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the meeting.
<b>(d)</b>	Contracts or Agreements material to the compromise or arrangement	There were no contracts or agreements material to the Scheme of Arrangement.
<b>(e)</b>	The certificate issued by the Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013	Given as ' <b>Annexure N1</b> ' and ' <b>Annexure N2</b> '.  Available at Registered Office of the Company between 10:00 a.m. to 5:00 p.m. on all working days, except Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the meeting.
<b>(f)</b>	Such other information or documents as the Board or Management believes necessary and relevant for making decision things for or against the scheme	Nil
<b>(x)</b>	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required,	Approval of the National Company Law Tribunal is required for the proposed Scheme. In this regard, the Company Application is pending for disposal before Hon'ble Mumbai Bench of NCLT.



	received or pending for the proposed scheme of compromise or arrangement	<p>As per the directions of Hon'ble Mumbai Bench of NCLT, notice under Section 230(5) of Companies Act, 2013 is being given to:</p> <ol style="list-style-type: none"> <li>1. Central Government through the office of Regional Director (Western region), Mumbai</li> <li>2. Jurisdictional Registrar of Companies at Pune</li> <li>3. Income Tax Authority</li> <li>4. Nodal Authority in the Income Tax Department</li> <li>5. Jurisdictional GST Authority</li> <li>6. BSE</li> <li>7. NSE</li> <li>8. SEBI</li> <li>9. Ministry of Corporate Affairs</li> </ol>
(xi)	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means	<p>Since this Meeting is being held through VC / OAVM, physical attendance of the equity shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the equity shareholders will not be available for the Meeting.</p>

## **8. General**

The following additional documents will be open for inspection to the equity shareholders of the First Applicant Company at its Registered Office between 10:00 a.m. to 5:00 p.m. on all working days, except Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the meeting:

- (i) Papers and proceedings in CA (CAA)/24/MB/2024 including certified copy of the Order of the Mumbai Bench of the National Company Law Tribunal in the said Company Application directing the convening and holding of the meetings of the equity shareholders of the Applicant Company;
- (ii) Memorandum of Association and Articles of Association of the First Applicant Company;
- (iii) Valuation report issued by Registered Valuer.
- (iv) Register of Directors and Shareholders of the First Applicant Company.
- (v) Audited Financial Statements for the year ended on 31<sup>st</sup> March, 2023 of the First Applicant Company.
- (vi) Copies of the resolutions passed by the respective Board of Directors of Applicant Companies dated 17 May 2023 approving the Scheme.

Sd/-

**Bangalore Jayaram Arun**

**Chairman Appointed for the Meeting**

**DIN: 02497125**

Date: June 07, 2024

Place: Pune

Registered Office: 4th Floor, Godrej Millennium, Koregaon Road 9,

STS 12/1, Pune, Maharashtra 411001, India

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH-IV**

**CA (CAA)/24/MB-IV/2024**

*In the matter of the Companies  
Act, 2013;*

*AND*

*In the matter of*

*Sections 230 to Section 232 of the  
Companies Act, 2013 and other  
applicable provisions of the  
Companies Act, 2013*

*read with Companies*

*(Compromises, Arrangements and  
Amalgamation) Rules, 2016;*

*AND*

*In the matter of  
The Scheme of Arrangement  
Between*

***Sterlite Technologies Limited***

*("Demerged Company")*

*and*

***STL Networks Limited***

*("Resulting Company")*

*And their respective  
Shareholders and Creditors.*

Sterlite Technologies Limited  
[CIN: L31300PN2000PLC202408] ... First Applicant Company/  
Demerged Company

STL Networks Limited ... Second Applicant Company/  
[CIN: U72900PN2021PLC199875] Resulting Company

IN THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH-IV

CA (CAA)/24/MB-IV/2024

Order delivered on **17.04.2024**

*Coram:*

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

Mr. Kishore Vemulapalli  
Hon'ble Member (Judicial)

*Appearances :*

For the Applicant(s) : Mr. Hemant Sethi a/w Ms.  
Tanaya Sethi i/b Hemant  
Sethi & Co., Advocates.

**ORDER**

1. Heard the Ld. Counsel for the Applicant Companies.
2. The Learned Counsel for the Applicant Companies states that the present Scheme is a Scheme of Arrangement between Sterlite Technologies Limited ('First Applicant Company' or 'Demerged Company') and STL Networks Limited ('Second Applicant Company' or 'Resulting Company') and their respective shareholders and creditors ('the Scheme'), under the provisions of section 232 read with Section 230 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder.
3. The Learned Counsel for the Applicant Companies submits that the Board of Directors of the Demerged Company and Resulting Company in their respective meetings held on 17<sup>th</sup> May 2023 approved the Scheme of Arrangement. The Appointed Date fixed under the Scheme means the opening of business hours on the 1<sup>st</sup> April 2023.

4. The Learned Counsel for the Applicant Companies states that the Share Capital of the Applicants as on 30<sup>th</sup> September 2023 is as under:
- I. The Authorised Share Capital of the First Applicant Company is Rs. 150,00,00,000 divided into 75,00,00,000 Equity Shares of Rs. 2/- each. Issued, subscribed and paid-up Share Capital of the First Applicant Company is Rs. 79,81,02,126 divided into 39,90,51,063 Equity Shares of Rs. 2/- each. Subsequent to 30 September 2023, the First Applicant Company has issued 44,561 shares of Rs. 2 each against exercise of ESOP options by eligible employees. The updated issued, subscribed and paid up Share Capital of the First Applicant Company is Rs. 79,81,91,248 divided into divided into 39,90,95,624 Equity Shares of Rs. 2/- each.
  - II. The Authorised Share Capital of the Second Applicant Company is Rs. 5,00,000 divided into 50,000 Equity Shares of Rs. 10/- each. Issued, subscribed and paid-up Share Capital of the Second Applicant Company is Rs. 5,00,000 divided into 50,000 Equity Shares of Rs. 10/- each. Subsequent to 30 September 2023, there has been no change in the Authorised, issued, subscribed and paid-up share capital of the Second Applicant Company.

5. The Learned Counsel for the Applicant Companies further states that the First Applicant Company is engaged in the following business:

- i. Optical Networking - the division of the Demerged Company engaged in manufacture and sale of optical fibre, optical fibre cable, specialty cables and optical interconnect products (hereinafter referred to as “Optical Network Business” or “ONB”).
- ii. 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”).
- iii. Digital & Technology Solutions - the division of the Demerged Company engaged in provision of IT-ITES solutions and services (hereinafter referred to as “Digital Business”).

The First Applicant Company is a listed company having its equity shares listed on BSE Limited and National Stock Exchange of India Limited.

6. The Second Applicant 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 centre design engineering and end-to-end cyber infrastructure.
7. The Learned Counsel for the Applicant Companies submits that the **Rationale** of the Scheme:

The objects/ rationale of the proposed Scheme is as under:

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;

- i. 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.

- ii. 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.
- iii. 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.



- I. 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.

- II. 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 equity share of the Resulting Company for 1 fully paid up equity 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.
8. The Learned Counsel for the Applicants further submits that the consideration of the Scheme, as determined by the Share Entitlement Ratio report dated 16<sup>th</sup> May 2023 issued by SSPA & Co., Chartered Accountants. The swap ratio is as follows:

**For Equity Shareholders of the Demerged Company/  
First Applicant Company**

“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”).”*

9. The Counsel for the Applicants submits that the First Applicant Company is listed on BSE Limited and National Stock Exchange of India Limited (together referred as the “Stock Exchanges”) and has 2,25,571 (Two Lakhs Twenty-Five Thousand Five Hundred and Seventy-One) equity shareholders as on 30 September 2023 as per the detailed Shareholding Pattern uploaded on Stock Exchanges as on 30 September, 2023.
10. The Counsel for the Applicants submits that the Second Applicant Company is a **Public Limited Company** and has 7 (Seven) Equity Shareholders as on 30<sup>th</sup> September 2023 as per the detailed Shareholding Pattern. Further, the Second Applicant Company is a **wholly owned subsidiary** of the First Applicant Company.
11. The Learned Counsel for the Applicants further submits that the shares of the First Applicant Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”). Pursuant to the Securities Exchange Board of India (“SEBI”) Circular No. CFD/DIL3/CIR/2017/21

dated March 10, 2017 and Master Circular No. SEBI/HO/CD/DIL1/CIR/P/2021/665 dated November 23, 2021 read with SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and Regulation 94(2) of SEBI (LODR) Regulations 2015 (“LODR Regulations”), First Applicant Company had applied to BSE and NSE for their “Observation Letter” to file the Scheme for sanction of the National Company Law Tribunal (‘Tribunal’) and received observation letter with “**no adverse observations**” dated 28<sup>th</sup> September 2023 from BSE and observation letter with “**no objection dated**” dated 15<sup>th</sup> September 2023 from NSE respectively, to file the Scheme with the Tribunal.

12. This Tribunal hereby directs that a meeting of the Equity Shareholders of the First Applicant Company is to be conducted within 50 days from the date of receipt of order, for the purpose of considering, and if thought fit, approving the proposed Scheme, through video conferencing and/ or other audio-visual means, without the requirement of physical presence of shareholders at a common venue.
13. That all the Equity Shareholders of the Second Applicant Company have provided their consent affidavit(s) to dispense from convening and conducting the Meeting of the Equity Shareholders of the Second Applicant Company. In view of consent affidavit, the meeting of the Equity Shareholders is dispensed with.

14. In view of provisions of Section 230(4) read with Section 108 of the Companies Act, 2013 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the First Applicant Company proposes to provide the facility of remote e- voting to its Equity Shareholders in respect of the resolution to be passed at the meeting of the Equity Shareholders of the First Applicant Company. The Equity Shareholders of the First Applicant Company are also allowed to avail the facility of e-voting during the aforesaid meeting through video conferencing and/or other audio-visual means. The remote e-voting facility and e-voting facility during the meeting for the Equity Shareholders of the First Applicant Company shall be provided in compliance with the conditions specified under the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, as applicable.
15. That at least 30 days before the said meeting of the Equity Shareholders of the First Applicant Company to be held as aforesaid, a notice convening the said meeting at the place date and time as aforesaid, together with a copy of the Scheme, a copy of statement disclosing all material facts as required under Section 230(3) of the Companies Act 2013 read with Rule 6 of the Companies (Compromises,

Arrangements and Amalgamations) Rule, 2016 notified on 14 December 2016, shall be sent by Registered Post-AD/Speed Post and through email (to those Equity Shareholders of the First Applicant Company whose email addresses are duly registered with the First Applicant Company for the purpose of receiving such notices by email), addressed to each of the Equity Shareholders of the First Applicant Company, at their last known address or email addresses as per the records of the First Applicant Company.

16. That at least 30 days before the meeting of the Equity Shareholders of the First Applicant to be held as aforesaid, a notice convening the said meetings, indicating the place, date and time of meeting as aforesaid be published and stating that copies of the Scheme and the statement required to be furnished pursuant to Section 230(3) of the Companies Act 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 can be obtained free of charge at the Registered Office of the First Applicant Company as aforesaid and / or at the office of its Advocates, M/s. Hemant Sethi & Co., 309 New Bake House, Maharashtra Chamber of Commerce Lane, Kala Ghoda, Fort, Mumbai 400023.
17. That the Notice of the meeting of the Equity Shareholders of the First Applicant shall be advertised in two local newspapers viz. "**Financial Express**" in English having nationwide circulation and "**Loksatta**" in Marathi, having circulation in Maharashtra not less than 30 days before the date fixed for the meeting.

18. **Mr. Bangalore Jayaram Arun**, Independent Director of the First Applicant Company, and failing him, **Mr. Subramanian Madhavan**, Independent Director of the First Applicant Company, shall be the Chairman of the aforesaid meeting of the Equity Shareholders of the First Applicant Company.
19. That the Chairperson appointed for the aforesaid meeting is authorised to issue the advertisement and send out the notices of the meetings referred to above. The said Chairperson shall have all powers as per Articles of Association and also under the Companies Act, 2013 in relation to the conduct of the meeting, including for deciding procedural questions that may arise or at any adjournment thereof or resolution, if any, proposed at the aforesaid respective meetings by any person(s).
20. The value and the number of shares held by each Equity Shareholders of the First Applicant shall be in accordance with the books/register of the First Applicant or depository records and where the entries in the books/register/depository records are disputed, the Chairperson of the meeting shall determine the value for the purpose of the meeting of Equity Shareholders of the First Applicant and his/her decision in that behalf would be final.
21. That the Chairperson to file an affidavit not less than seven (7) days before the date fixed for the holding of the meeting of the Equity Shareholders of the First Applicant Company and do report this Tribunal that the direction regarding the

issue of notices and the advertisement have been duly complied with.

22. The Chairperson shall report to this Tribunal, the results of the aforesaid respective meeting of the First Applicant within 7 (seven) days of the conclusion of the aforesaid meetings, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016.
23. The quorum for the aforesaid meeting of the Equity Shareholders of the First Applicant shall be as prescribed under Section 103 of the Companies Act, 2013 and would include Equity Shareholders present through video conferencing and/or other audio-visual means. In case the required quorum as stated above is not present at the commencement of the meeting, the meeting shall be adjourned by 30 (thirty) minutes and thereafter the persons present shall be deemed to constitute the quorum.
24. The voting by proxy shall not be permitted in the case of meeting of Equity Shareholders of the First Applicant Company, as the aforesaid meeting would be held through video conferencing and/ or other audio-visual means. However, voting in case of body corporate be permitted, provided the prescribed form/authorization is filed with the First Applicant Company at [secretarial@stl.tech](mailto:secretarial@stl.tech) not later than 48 (forty eight) hours before the start of the aforesaid meeting as required under Rule 10 of the Companies



(Compromises, Arrangements and Amalgamations) Rules, 2016.

25. Mr. B Narasimhan, Proprietor BN & Associates (FCS - Membership No.: 1303, COP No.: 10440), Practicing Company Secretary and failing him Mr. Venkataraman K (ACS - Membership No.: 8897, COP No.: 12459), Practicing Company Secretary is hereby appointed as Scrutinizer of the aforesaid meeting of the Equity Shareholders of the First Applicant Company is to be conducted within 50 days from the date of receipt of order through video conferencing and/ or other audio visual means or any adjournment or adjournments thereof. The fee of the professional appointed as scrutinizer of all the aforesaid meeting of Equity Shareholders of the First Applicant Company to be held as aforesaid shall be aggregating to INR 50,000/- (Rupees fifty thousand Only) excluding applicable taxes.
26. That there are **13 (Thirteen) Secured Creditors** in the First Applicant Company of Rs. 1,935 Crore (Rupees One Thousand Nine Hundred and Thirty-Five Crore only). This Tribunal hereby directs that a meeting of the Secured Creditors of the First Applicant Company is to be conducted within 50 days from the date of receipt of order, for the purpose of considering, and if thought fit, approving the proposed Scheme, through video conferencing and/ or other audio-visual means, without the requirement of physical presence of shareholders at a common venue.

27. That at least 30 days before the said meeting of the Secured Creditors of the First Applicant Company to be held as aforesaid, a notice convening the said meeting at the place, date and time as aforesaid, together with a copy of the Scheme, a copy of statement disclosing all material facts as required under Section 230(3) of the Companies Act 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 notified on 14th day of December, 2016, shall be sent by Registered Post-AD/ Speed Post and through email (to those Secured Creditors of the First Applicant whose email addresses are duly registered with the First Applicant Company for the purpose of receiving such notices by email), addressed to each of the Secured Creditors of the First Applicant Company, at their last known address or email addresses as per the records of the First Applicant Company.
28. That at least 30 days before the meeting of the Secured Creditors of the First Applicant to be held as aforesaid, a notice convening the said meeting, indicating the place, date and time of meeting as aforesaid be published and stating that copies of the Scheme and the statement required to be furnished pursuant to Section 230(3) of the Companies Act 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 can be obtained free of charge at the Registered Office of the First Applicant Company as aforesaid and / or at the office of its Advocates, M/s. Hemant Sethi & Co., 309 New Bake House, Maharashtra Chamber of Commerce Lane, Kala Ghoda, Fort, Mumbai 400023.

29. That the Notice of the meeting of the Secured Creditors of the First Applicant Company shall be advertised in two local newspapers viz. "**Financial Express**" in English having nationwide circulation and "**Loksatta**" in Marathi, having circulation in Maharashtra not less than 30 days before the date fixed for the meeting.
30. **Mr. Bangalore Jayaram Arun**, Independent Director of the First Applicant Company, and failing him, Mr. Subramanian Madhavan, Independent Director of the First Applicant Company, shall be the Chairman of the aforesaid meeting of the Secured Creditors of the First Applicant Company.
31. **Mr. B Narasimhan**, Proprietor BN & Associates (FCS - Membership No.: 1303, COP No.: 10440), Practicing Company Secretary and failing him Mr. Venkataraman K (ACS - Membership No.: 8897, COP No.: 12459), Practicing Company Secretary is hereby appointed as Scrutinizer of the aforesaid meeting of the Secured Creditors of the First Applicant Company is to be conducted within 50 days from the date of receipt of order through video conferencing and/ or other audio visual means or any adjournment or adjournments thereof. The fee of the professional appointed as scrutinizer of all the aforesaid meeting of Secured Creditors of the First Applicant Company to be held as aforesaid shall be aggregating to INR 50,000/- (Rupees fifty thousand Only) excluding applicable taxes.
32. That the Chairperson appointed for the aforesaid meeting of the Secured Creditors of the First Applicant Company is

authorised to issue the advertisement and send out the notices of the meetings referred to above. The said Chairperson shall have all powers as per Articles of Association and also under the Companies Act, 2013 in relation to the conduct of the meeting, including for deciding procedural questions that may arise or at any adjournment thereof or resolution, if any, proposed at the aforesaid respective meetings by any person(s).

33. The amount of the outstanding value of debt of each of the Secured Creditors of the First Applicant Company shall be in accordance with the books/ register of First Applicant Company as on 31 October 2023 and where the entries in the books/ register are disputed, the Chairperson of the aforesaid meeting of the Secured Creditors of the First Applicant Company shall determine the value for the purposes of the said meeting of Secured Creditors of the First Applicant Company and his decision in that behalf would be final.
34. That the quorum for the aforesaid meeting of the Secured Creditors to be 3 Secured Creditors and would include Secured Creditors present through video conferencing and/or other audio-visual. In case the required quorum as stated above is not present at the commencement of the meeting, the meeting shall be adjourned by 30 (thirty) minutes and thereafter the persons present shall be deemed to constitute the quorum.

35. Voting by the Secured Creditors of the First Applicant Company shall be carried out through votes cast by the Secured Creditors at the time the poll is taken during the meeting. However, voting in case of body corporate be permitted, provided the prescribed form/authorisation is filed with the First Applicant Company at [secretarial@stl.tech](mailto:secretarial@stl.tech) not later than 48 (forty-eight) hours before the start of the aforesaid meeting of the Secured Creditors of the First Applicant Company as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
36. That the Chairperson to file an affidavit not less than seven (7) days before the date fixed for the holding of the meeting of the Secured Creditors of the First Applicant Company and do report this Tribunal that the direction regarding the issue of notices and the advertisement have been duly complied with.
37. The Chairperson shall report to this Tribunal, the results of the aforesaid meeting of the Secured Creditors of the First Applicant Company within 7 (seven) days of the conclusion of the aforesaid meeting, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016.
38. That there are no Secured Creditors in the Second Applicant Company. Therefore, the question of convening meeting or issuing notices does not arise.

39. That there are **2,291 (Two Thousand Two Hundred and Ninety-One) Unsecured Creditors** of Rs. 21,42,09,50,988/- (Rupees Twenty One Billion Forty Two Crore Nine Lakh Fifty Thousand Nine Hundred and Eighty Eight only) of the First Applicant Company. This Tribunal hereby directs that a meeting of the Unsecured Creditors of the First Applicant Company is to be conducted within 50 days from the date of receipt of order, for the purpose of considering, and if deemed fit, approving the proposed Scheme, through video conferencing and/ or other audio-visual means, without the requirement of physical presence.
40. That at least 30 days before the said meeting of the Unsecured Creditors of the First Applicant Company to be held as aforesaid, a notice convening the said meeting at the place, date and time as aforesaid, together with a copy of the Scheme, a copy of statement disclosing all material facts as required under Section 230(3) of the Companies Act 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 notified on 14th day of December, 2016, shall be sent by Registered Post-AD / Speed Post and through email (to those Unsecured Creditors of the First Applicant whose email addresses are duly registered with the First Applicant Company for the purpose of receiving such notices by email), addressed to each of the Secured Creditors of the First Applicant Company, at their last known address or email addresses as per the records of the First Applicant Company.

41. That at least 30 days before the meeting of the Unsecured Creditors of the First Applicant to be held as aforesaid, a notice convening the said meeting, indicating the place, date and time of meeting as aforesaid be published and stating that copies of the Scheme and the statement required to be furnished pursuant to Section 230(3) of the Companies Act 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 can be obtained free of charge at the Registered Office of the First Applicant Company as aforesaid and / or at the office of its Advocates, M/s. Hemant Sethi & Co., 309 New Bake House, Maharashtra Chamber of Commerce Lane, Kala Ghoda, Fort, Mumbai 400023.
42. That the Notice of the meeting of the Unsecured Creditors of the First Applicant Company shall be advertised in two local newspapers viz. "**Financial Express**" in English having nationwide circulation and "**Loksatta**" in Marathi, having circulation in Maharashtra not less than 30 days before the date fixed for the meeting.
43. **Mr. Bangalore Jayaram Arun**, Independent Director of the First Applicant Company, and failing him, Mr. Subramanian Madhavan, Independent Director of the First Applicant Company, shall be the Chairman of the aforesaid meeting of the Unsecured Creditors of the First Applicant Company.
44. **Mr. B Narasimhan**, Proprietor BN & Associates (FCS - Membership No.: 1303, COP No.: 10440), Practicing Company Secretary and failing him Mr. Venkataraman K

(ACS - Membership No.: 8897, COP No.: 12459), Practicing Company Secretary is hereby appointed as Scrutinizer of the aforesaid meeting of the Unsecured Creditors of the First Applicant Company is to be conducted within 50 days from the date of receipt of order through video conferencing and/ or other audio visual means or any adjournment or adjournments thereof. The fee of the professional appointed as scrutinizer of all the aforesaid meeting of Unsecured Creditors of the First Applicant Company to be held as aforesaid, shall be aggregating to INR 50,000/- (Rupees fifty thousand Only) excluding applicable taxes.

45. That the Chairperson appointed for the aforesaid meeting of the Unsecured Creditors of the First Applicant Company is hereby authorised to issue the advertisement and send out the notices of the meetings referred to in above. The said Chairperson shall have all powers as per Articles of Association and also under the Companies Act, 2013 in relation to the conduct of the meeting, including for deciding procedural questions that may arise or at any adjournment thereof or resolution, if any, proposed at the aforesaid respective meetings by any person(s).
46. The amount of the outstanding value of debt of each of the Unsecured Creditors of the First Applicant Company shall be in accordance with the books/ register of First Applicant Company as on 31 October 2023, and where the entries in the books/ register are disputed, the Chairperson of the aforesaid meeting of the Unsecured Creditors of the First Applicant Company shall determine the value for the



purposes of the said meeting of Unsecured Creditors of the First Applicant Company and his decision in that behalf would be final.

47. That the quorum for the aforesaid meeting of the Unsecured Creditors is to be present through video conferencing and/or other audio-visual means. In case the quorum is not present at the commencement of the meeting, the meeting shall be adjourned by 30 (thirty) minutes and thereafter the persons present shall be deemed to constitute the quorum.
48. Voting by the Unsecured Creditors of the First Applicant Company shall be carried out through votes cast by the Unsecured Creditors at the time the poll is taken during the meeting. However, voting in case of body corporate be permitted, provided the prescribed form/authorisation is filed with the First Applicant Company at [secretarial@stl.tech](mailto:secretarial@stl.tech) not later than 48 (forty-eight) hours before the start of the aforesaid meeting of the Unsecured Creditors of the First Applicant Company as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
49. That the Chairperson to file an affidavit not less than seven (7) days before the date fixed for the holding of the meeting of the Unsecured Creditors of the First Applicant Company and do report this Tribunal that the direction regarding the issue of notices and the advertisement have been duly complied with.

50. The Chairperson shall report to this Tribunal, the results of the aforesaid meeting of the Unsecured Creditors of the First Applicant Company within 7 (seven) days of the conclusion of the aforesaid meeting, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016.
51. That there are **2 (Two) Unsecured Creditors** of Rs. 2,83,900/- (Rupees Two Lakh Eighty-Three Thousand Nine Hundred only) of the Second Applicant Company, as on 31 October 2023. The Second Applicant has filed additional affidavit dated 20<sup>th</sup> March 2024 and had clarified that the Second Applicant Company has 2 (Two) Unsecured Creditors of Rs. 2,83,900/- (Rupees Two Lakh Eighty-Three Thousand Nine Hundred only). One of the Unsecured Creditor being Pricewaterhouse, Chartered Accountant LLP has been paid off. Second Unsecured Creditor is the First Applicant Company who have already approve the scheme by passing board resolution approving the scheme.
52. The Applicant Companies are directed to serve notices along with a copy of the Scheme under the provisions of Section 230 (5) of the Companies Act, 2013 and Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, upon the –
- a. Central Government through the office of Regional Director (Western region), Mumbai.
  - b. Jurisdictional Registrar of Companies, Maharashtra, Mumbai.

- c. Income Tax Authority at Assistant Commissioner of Income Tax Circle (Circle 3(4) Mumbai) (First Applicant Company having PAN No. AAEC8719B) within whose jurisdiction the First Applicant Company's assessment is made and the Income Tax Authority at Deputy Commissioner of Income Tax (Circle 5, Pune) (Second Applicant Company having PAN No. ABFCS8040P) within whose jurisdiction the Second Applicant Company's assessment is made;
- d. Nodal Authority in the Income Tax Department having jurisdiction over such authority i.e. Pr. CCIT, Mumbai, Address:- 3 Floor, Aayakar Bhawan, Mahrishi Karve Road, Mumbai – 400 020, Phone No. 022-22017654 [E-mail: Mumbai.pccit@incometax.gov.in];
- e. Jurisdictional GST Authority(s) (proper officer), within whose jurisdiction such companies are assessed to tax under GST law;
- f. BSE;
- g. NSE;
- h. SEBI;
- i. Ministry of Corporate Affairs; and
- j. Any other Sectoral/ Regulatory Authorities relevant to the Applicant Companies or their business.

The Notice shall be served through by Registered Post-AD/Speed Post and through email along with copy of

scheme and state that “*If no response is received by the Tribunal from the concerned Authorities within 30 days of the date of receipt of the notice it will be presumed that the concerned Authorities has no objection to the proposed Scheme*”. It is clarified that notice service through courier shall be taken on record only in cases where it is supported with Proof of Delivery having acknowledgement of the notice.

53. The Applicant Companies will submit –

- i. Details of Corporate Guarantee, Performance Guarantee and Other Contingent Liabilities, if any.
- ii. List of pending IBC cases, if any, along with all other litigation pending against the Applicant Companies having material impact on the proposed Scheme.
- iii. The Applicant Companies shall submit details of all Letters of Credit sanctioned and utilized as well as Margin Money details; if any.

54. The Applicant Companies to file Affidavits of Service, with the Registry proving service upon the regulatory authorities as stated above, and report to this Tribunal that the directions have been duly complied with

Sd/-  
**Anu Jagmohan Singh**  
**Member (Technical)**

/Dubey/

Sd/-  
**Kishore Vemulapalli**  
**Member (Judicial)**

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH**

**COURT – IV**

13.

**COMP.APPL/ 145(MB)2024  
IN C.A.(CAA)/24(MB)2024**

CORAM:

MS. ANU JAGMOHAN SINGH  
MEMBER (Technical)

SHRI KISHORE VEMULAPALLI  
MEMBER (Judicial)

ORDER SHEET OF THE HEARING HELD ON **15.05.2024**

NAME OF THE PARTIES: Sterlite Technologies Limited

SECTION: 230(1) OF THE COMPANIES ACT, 2013. RULE 11 OF NCLT, 2016.

**ORDER**

**COMP.APPL/ 145(MB)2024**

1. Mr. Hemant Sethi, Ld. Counsel for the Applicant present.
2. This is an application filed by the Applicant seeking following reliefs:

*“a. That this Hon’ble Tribunal be pleased to make correction/modifications in paragraph 15 and 40 of the order dated 17 April 2024 and allow the First Applicant to send the notice of the said meeting of the Equity Shareholders and Unsecured Creditors of the First Applicant Company through Email only, in line with several decisions of NCLT and is in accordance with the provisions of Rule 18 of the Companies (Management and Administration) Rules, 2014 and Ministry of Corporate Affairs (MCA) General Circular No.17/2020 dated 13 April 2020.*

*b. That this Hon’ble Tribunal hereby directs convening the meeting of Debenture holder of the First Applicant Company for approving the proposed Scheme, through video conferencing and/or other audio-visual means, without the requirement of physical presence and to provide the facility of e-voting during the aforesaid meeting.”*

3. Ld. Counsel for the Applicant submits that the large number of geographically dispersed shareholders and creditors as on 12.04.2024, the First Applicant Company has 2,34,263 equity shareholders and has 2,291

Unsecured Creditors as on 31.10.2023. Both, the equity shareholders and Unsecured Creditors are located in various parts of the country as well as outside the country.

4. Considering the large number of Equity Shareholders and Unsecured Creditors, sending the physical notices along with the explanatory statement and other documents would involve significant costs. Each notice along with the requisite documents to be sent to the Equity Shareholder and Unsecured Creditors would consist of approximately 300 pages each. The expenditure to be incurred towards printing of 2,36,554 copies of the notices is estimated to be INR 3,54,84,450, which is quite substantial. The estimated expenditure towards courier to the Equity Shareholder and Unsecured Creditor through Registered Post-Ad/speed Post would be INR 5,91,40,750. Such additional expenses towards printing of the notice and sending the same through RPAD/speed post, would strain on the Company's budgets and financial position.
5. Taken into consideration all above financial burden on company, the Applicant hereinafter requesting the Bench to permit them to issue notices to the Equity Shareholders and Unsecured Creditors through actively operating email address, where email address is not available, and correct postal address is available will be sent through RPAD/Speed post, and if correct address is not available will be served through substituted service of paper publication in two newspapers i) Nationwide circulation English and ii) one vernacular language and submit the affidavit along with compliance of the service in categorise and file proof of service of paper publication and track report of the speed post.

6. Counsel for the Applicant prays that in the order dated 17.04.2024 passed in the CA(CAA)24/MB-IV/2024 by this Bench in the paragraphs 15 & 40, the mode of the services is wrongly stated. We have perused the records and pass the corrigendum to order dated 17.04.2024 passed in CA(CAA)24/MB-IV/2024.
- i. The word, in paragraph nos. 15 and 40 of the order dated 17.04.2024, "*and*" stands rectified and be read as "*or*".
  - ii. The time granted for conducting the meeting in the paragraph no.31 of the order dated 17.04.2024, "*50 days*" stands rectified and be read as "*60 days*".
7. With the above rectifications in the order dated 17.04.2024, COMP.APPL/145(MB)2024 is **disposed of**.
8. This order shall be treated as part and parcel of the order dated 17.04.2024. Rest of the order remains unaltered.

Sd/-  
ANU JAGMOHAN SINGH  
Member (Technical)

Sd/-  
KISHORE VEMULAPALLI  
Member (Judicial)

## SCHEME OF ARRANGEMENT

UNDER SECTION 230 TO SECTION 232 AND OTHER APPLICABLE PROVISIONS OF  
THE COMPANIES ACT, 2013 AND RULES FRAMED THEREUNDER

BETWEEN

STERLITE TECHNOLOGIES LIMITED

AND

STL NETWORKS LIMITED

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

PART - I

000479

## A. PREAMBLE

This scheme of arrangement ("**Scheme**", as more particularly defined hereunder) is presented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder between Sterlite Technologies Limited ("**Demerged Company**"), and STL Networks Limited ("**Resulting Company**") and their respective shareholders and creditors. The Scheme *inter alia* provides for the following:

- (i) demerger of the Demerged Undertaking (as defined hereinafter) of the Demerged Company into the Resulting Company on a going concern basis ("**Demerger**") and the consequent issuance of equity shares by the Resulting Company to the shareholders of the Demerged Company; and
- (ii) various other matters consequential or integrally connected therewith, including the reorganisation of the share capital of the Resulting Company;

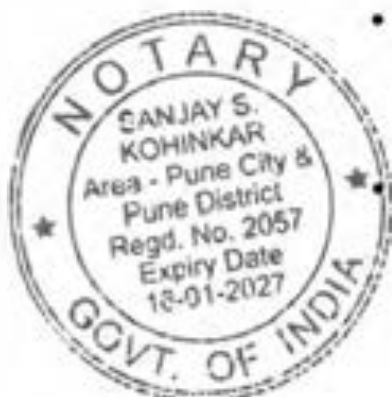
pursuant to the provisions of Sections 230-232 and other applicable provisions of the Act (as defined hereinafter) and the SEBI Scheme Circulars (as defined hereinafter).

## B. DESCRIPTION OF COMPANIES

- (i) The Demerged Company is a public limited company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 4<sup>th</sup> Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune 411001, India. The equity shares of Demerged Company are listed on both the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**" and collectively with BSE, the "**Stock Exchanges**"). The non-convertible debentures of the Demerged Company, the details of which are set out in **Schedule I**, are listed on the BSE. The Demerged Company is a global integrator of digital networks and is primarily engaged in designing, manufacturing and marketing of a wide array of optical products and providing information technology/information technology enabled services and network services. The portfolio offerings of the Demerged Company are categorized into the following business verticals:

- **Optical Networking** - the division of the Demerged Company engaged in manufacture and sale of optical fibre, optical fibre cable, specialty cables and optical interconnect products (hereinafter referred to as "**Optical Network Business**" or "**ONB**").

**Global Services** - 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**").



For Sterlite Technologies Limited  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
A.V. Deshpande  
Authorised Signatory



- *Digital & Technology Solutions* - the division of the Demerged Company engaged in provision of IT-ITES solutions and services (*hereinafter referred to as "Digital Business"*).
- (ii) The Resulting Company is a public limited company incorporated under the provisions of the Companies Act, 2013 and having its registered office at 4<sup>th</sup> Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune 411001, India. As on the date hereof, the Resulting Company is a wholly owned subsidiary of the Demerged Company. The Resulting Company is proposing to undertake a name change, subject to requisite statutory requirements and approvals, which may take effect during the pendency or post-effectiveness of the Scheme. In such event, references to the Resulting Company would include such changed name.
- (iii) The main objects of the Resulting Company are as follows:

*"1. To carry on 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 centre design engineering and end-to-end cyber infrastructure*

*2. To carry on the business of manufacture, design, developments, engineering, marketing, import and export, purchase, sales transfer, lease, maintain, repair, operation, transmission, consultancy, management contracting, execution, technical and educational services, licensing, franchising, distribution, agency or otherwise deal in hardware & software including intellectual property, computing and processing machines, systems, processes, equipments, apparatus, appliances, and others articles whether electronic, electric, mechanical, digital, telephonic, satellite, wireless or otherwise relating to telecommunication, information technology, informatics and allied activities.*

*3. To carry on the business of manufacture, trade, sale, import, export or otherwise deal in all kinds, classes and varieties of telecommunication cables, jelly filled cables, dry core cables, coaxial cables, optical fiber cables, switch boards cables, optical fibers, jumper wires, telephone handset cords, electrical wires and other suitable alike cables and wires, telegraph, wireless, telephone and telecommunications company and for this purpose to establish, operate, maintain, manage, work, repair telephone exchanges, public switched telephone network cables communication station, radio and television receiving stations, satellites, telecommunications network, to install sell, hire, license, lease telephones or any other instruments, appliances, apparatus used for transmission or reception of messages, signs and signals."*

### C. RATIONALE

- (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



For Startle

Amil  
Company Secretary

For STL Networks Limited

Authorized Signatory

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.

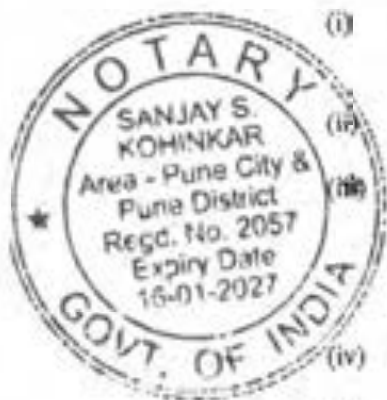
- (ii) Thus, the Demerger is expected to lead to following benefits:
  - (a) allowing respective businesses to create a strong and distinct platform which enables greater flexibility to pursue long-term objectives;
  - (b) better alignment of the respective businesses to its customers and to improve 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) In order to effect the segregation of the Global Services Business from the other businesses of the Demerged Company, it is proposed to transfer the Global Services Business to the Resulting Company by way of Demerger in accordance with Sections 230-232 of the Act.
- (iv) Accordingly, the Scheme is expected to be in the best interests of both companies and their respective shareholders, employees and creditors.
- (v) This Scheme accordingly provides for the transfer by way of Demerger of the Demerged Undertaking from the Demerged Company to the Resulting Company, and the consequent issue of equity shares by the Resulting Company to the shareholders of the Demerged Company in accordance with the Share Entitlement Ratio (as hereinafter defined) and various other matters consequential or integrally connected therewith, including the reorganisation of the share capital of the Resulting Company, pursuant to Sections 230-232 and other applicable provisions of the Act, the SEBI Scheme Circular and in compliance with the Income Tax Act, 1961 ("IT Act") including Section 2(19AA) thereof.

**D. PARTS OF THE SCHEME**

This Scheme is divided into the following parts:

- (i) Part I deals with background of the Demerged Company and the Resulting Company, rationale and objective of the Scheme;
- (ii) Part II deals with definitions, interpretation and share capital;
- (iii) Part III deals with the Demerger of the Demerged Undertaking of Demerged Company on a going concern basis into the Resulting Company and issue of equity shares of the Resulting Company to the shareholders of the Demerged Company, in consideration thereof;
- (iv) Part IV deals with the reorganization of the share capital of the Resulting Company; and
- (v) Part V deals with general terms and conditions applicable to the Scheme.

**E.** The Scheme is drawn up in compliance with the provisions of Section 2(19AA) of the Income Tax Act, 1961 pertaining to the Demerger and should always be read as in compliance of the said section. If, at a later date, any of the terms or provisions of the Scheme are found or



*A. D. Deshpande*  
Company Secretary

For STL Networks Limited

*A. D. Deshpande*

interpreted to be inconsistent with the provisions of Section 2(19AA) of the Income Tax Act, 1961, including as a result of an amendment of law or enactment of new legislation or any other reason whatsoever, the provisions of Section 2(19AA) of the Income Tax Act, 1961, or corresponding provisions of any amended or newly enacted law, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(19AA) of the Income Tax Act, 1961 or such newly enacted law or new legislation. Such modifications will, however, not affect the other provisions of the Scheme.

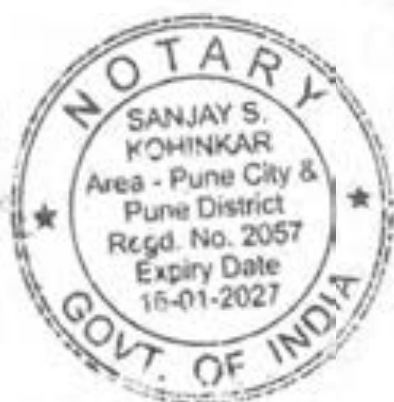
**PART – II**

**1. DEFINITIONS AND INTERPRETATIONS**

1.1 In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meanings.

- (i) **“Act”** means the Companies Act, 2013 and any statutory modification or re-enactment thereof for the time being in force.
- (ii) **“Active and Passive Infrastructure”** means all the assets and liabilities in connection with the deployment and operation of the last mile, backhaul Fibre to the Home/Building, (“FTTH/B”), telecom network infrastructure (wired-line) for the customers aimed at facilitating the delivery of voice, video, text, data services through the network carried on by the Demerged Company and its subsidiary, namely Speedon Network Limited.
- (iii) **“Applicable Laws”** means any applicable statute, notification, bye laws, rules, regulations, guidelines, rule of common law, policy, code, directives, ordinance, orders or instructions having the force of law enacted or issued by any Appropriate Authority including any statutory modification or re-enactment thereof for the time being in force.
- (iv) **“Appointed Date”** means the opening of business hours on the April 1, 2023 or such other date as the NCLT may direct/ allow.
- (v) **“Appropriate Authority”** means and includes any governmental, statutory, departmental or public body or authority whether in India or overseas, including Reserve Bank of India, SEBI, Stock Exchanges, Registrar of Companies, National Company Law Tribunal, Tax department including the Central Board of Direct Taxes, Income Tax authorities, Central and State GST Departments and such other sectoral regulators or authorities in India or any other country where the Demerged Company or Resulting Company conduct their business as may be applicable.
- (vi) **“Board”** or **“Board of Directors”** in relation to each of the Demerged Company and the Resulting Company, as the case may be, means the board of directors of such company, in office at the relevant time, and shall include a committee duly constituted and authorised for the purposes of matters pertaining to the Demerger, the Scheme and/or any other matter relating thereto.
- (vii) **“BSE”** shall have the meaning set out in Clause B(i).
- (viii) **“Commencement of Business”** means 24 July, 2014 being the date of start of Global Services Business in the Demerged Company.
- (ix) **“Demerged Company”** shall have the meaning set out in Clause A of the Preamble.
- (x) **“Demerged Undertaking”** means the business, undertaking, and properties, of the Demerged Company of whatsoever nature and kind and wheresoever situated, in each case, forming part of or necessary or advisable for the conduct of, or the activities or operations of, the Global Services Business on a going concern basis and shall mean and include (without limitation):

- (a) all immovable properties (list of such immovable properties pertaining to the Global Services Business is more particularly set-out in **Schedule I** hereto) and rights thereto i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold, leave and licensed, right of way, tenancies or otherwise) including roads, drains, civil works, foundations for civil works, buildings, offices, etc., which immovable properties exclusively or predominantly form part of the Global Services Business or which are determined by the Board as being necessary for conduct of, or the activities or operations of, the Global Services Business and all documents (including deeds or receipts of title) rights



For E.   
 Amit Deshpande   
 Company Secretary

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 A.V. Dulpande   
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and easements in relation thereto and all rights, covenants, continuing rights, title and interest, benefits and interests of agreements for lease or license or other rights to use of premises, in connection with the said immovable properties;

- (b) all assets, as are movable in nature and which exclusively or predominantly form part of the Global Services Business, whether present or future, tangible or intangible, in possession or not, corporeal or incorporeal, in each case, wherever situated (including plant and machinery, capital work in progress, furniture, fixtures, fixed assets, contingent assets, computers, air conditioners, appliances, accessories, office equipment, communication facilities, installations, vehicles, inventories, stock in trade, stores and spares, packing material, raw material, tools and plants) actionable claims, earnest monies, security deposits paid or deemed to have been paid and sundry debtors, prepaid expenses, bills of exchange, promissory notes, financial assets, investment and shares in entities/ branches/ offices undertaking the Global Services Business in India or overseas, outstanding loans and advances, recoverable in cash or in kind or for value to be received, receivables, funds, cash and bank balances and deposits including accrued interest thereto with any Appropriate Authority, banks, customers and other persons, the benefits of any bank guarantees and performance guarantees;
- (c) all permits, licenses, permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, pre-qualifications, eligibility criterion, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, tax deferrals, incentives, (including but not limited to benefits of all tax holiday, tax relief including under the Income Tax Act, 1961 such as brought forward accumulated tax losses, unabsorbed depreciation, etc.), tax related assets and credits including but not limited to GST input credits, CENVAT credits, advance tax, tax deducted at source, exemptions and other benefits (in each case including the benefit of any applications made for the same), relating to the Global Services Business, if any, liberties and advantages, approval for commissioning of project and other licenses or clearances granted/ issued/ given by any Appropriate Authority, organizations or companies necessary for conduct of, or the activities or operations of, the Global Services Business or in connection therewith including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that which exclusively or predominantly form part of the Global Services Business;
- (d) all contracts, agreements, request for proposals, purchase orders/ service orders, operation and maintenance contracts, memoranda of understandings, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, bids, tenders, approved tenders, ongoing participated tenders, open tenders, open order books, tariff policies, expressions of interest, letters of intent, hire and purchase arrangements, procurement agreements, services agreements, lease/ license agreements, tenancy rights, agreements/ panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/ manufacturer of goods/ service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether vested or potential and written, oral or otherwise and all rights, title, interests, claims and benefits thereunder which exclusively or predominantly form part of the Global Services Business;
- (e) all rights to use and avail telephones, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by the Demerged Company which exclusively or predominantly form part of the Global Services Business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Demerged Company which exclusively or predominantly form part of the Global Services Business;



(f) Demerged Undertaking Liabilities;  
For Starlite Technologies Ltd.

*A.V. Deshpande*  
Anil Deshpande  
Company Secretary

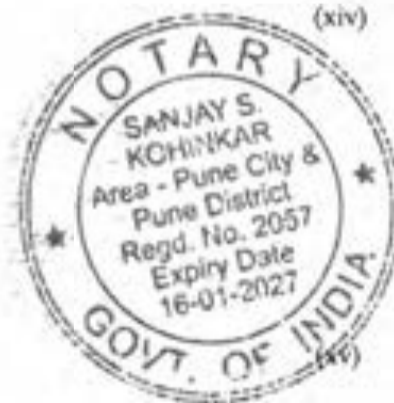
For STL Networks Limited

*A.V. Deshpande*  
Authorized Signatory

- (g) Demerged Undertaking IP;
- (h) all books, records, files, papers, engineering and process information, records of standard operating procedures, computer programmes along with their licenses, drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records whether in physical or electronic form, in connection with or relating to the Global Services Business of the Demerged Company;
- (i) Transferred Employees;
- (j) Investment in subsidiaries, joint ventures, associates, branches etc in India, UK, or any such jurisdiction whether existing or which would come into existence either prior to or after the Appointed Date for carrying on the Global Services Business whether in India or outside;
- (k) Right to use the work experience, qualifications, capabilities, legacies and track record with national & international customers/companies, government / non – government agencies / bodies, contracts with clients and with vendors, (including technical parameters, past performance, track record, financial credentials such as profitability, turnover, net-worth, financials, Incorporation History, etc.) of the Demerged Company pertaining to GSB, acquired by reason of the completion of various projects and works, certificates of completion of projects or works issued by the clients and the right to use all these past credentials for qualifying for any tender or project in the future.

It is clarified that any question that may arise as to whether a specific asset (tangible or intangible) or any liability pertains or does not pertain to the Global Services Business or whether it arises out of the activities or operations of the Global Services Business or not, shall be decided by the Board of the Demerged Company or any committee thereof empowered by the Board.

- (xi) **"Demerged Undertaking IP"** shall have the meaning ascribed to it in Clause 5 of the Scheme
- (xii) **"Demerged Undertaking Liabilities"** means the liabilities as defined in Clause 6 of the Scheme.
- (xiii) **"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.
- (xiv) **"Encumbrance"** means (i) any mortgage, charge (whether fixed or floating), pledge, lien, hypothecation, assignment, deed of trust, title retention, security interest or other encumbrance of any kind securing, or conferring any priority of payment in respect of, any obligation of any person, including any right granted by a transaction which, in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security under Applicable Laws; (ii) any proxy, power of attorney, voting trust agreement, interest, option, right of first offer, refusal or transfer restriction in favour of any person; and (iii) any adverse claim as to title, possession or use.
- (xv) **"Incorporation History"** means the period from the **"Commencement Of Business"** pertaining to Global Services Business by the Demerged Company upto the Effective Date.
- (xvi) **"Options"** shall mean the stock options granted by Demerged Company as per the ESOP Plans of Demerged Company.
- (xvii) **"Parties"** or **"Parties to the Scheme"** means the Demerged Company and the Resulting Company.
- (xviii) **"Permits"** means all consents, licenses, permits, permissions, authorisations, rights, right of way, clarifications, approvals, clearances, confirmations, benefits, tax incentives, concessions, entitlements, credits, certificates, awards, licences, For STN Networks Limited, For STN Networks Limited,



For STN Networks Limited,  
Anjil Deshpande  
Company Secretary

For STN Networks Limited,  
A.V. Deshpande  
Authorised Signatory

allotments, quotas, no objection certificates, declarations, waivers, exemptions, registrations, filings, whether governmental, statutory, regulatory under Applicable Law.

- (xix) **"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 Demerged Company, who shall be entitled to receive Resulting Company Equity Shares of the Resulting Company upon coming into effect of this Scheme as specified in Clause 16 of this Scheme.
- (xx) **"Regional Provident Fund Commissioner"** means the Regional Provident Fund Commissioner having jurisdiction over the Demerged Company.
- (xxi) **"Registrar of Companies"** means the Registrar of Companies, Maharashtra.
- (xxii) **"Remaining Employees"** means all the permanent employees of the Demerged Company other than the Transferred Employees.
- (xxiii) **"Remaining Undertaking"** means all the undertakings, businesses, activities and operations of the Demerged Company other than those comprised in the Demerged Undertaking which *inter alia* shall include the ONB, Digital Business and Active and Passive Infrastructure.
- (xxiv) **"Resulting Company"** means STL Networks Limited, a company incorporated on 26 March 2021 under the provisions of the Companies Act 2013 under CIN U72900PN2021PLC199875 and having its registered office at 4<sup>th</sup> Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune 411001 India.
- (xxv) **"Resulting Company Equity Share"** shall have the meaning ascribed to it in Clause 16.1.
- (xxvi) **"Rs"** means Indian Rupees, the lawful currency of the Republic of India.
- (xxvii) **"Scheme", "the Scheme", "this Scheme", "Scheme of Arrangement"** means this scheme of arrangement in its present form or as modified by an agreement between the Parties submitted to the Tribunal or any other Appropriate Authority in the relevant jurisdictions with any modification thereof as the Tribunal or any other Appropriate Authority may direct
- (xxviii) **"SEBI"** means the Resulting Company Equity Shares and Exchange Board of India.
- (xxix) **"SEBI Scheme Circulars"** means the SEBI Scheme Circular – Debt and SEBI Scheme Circular – Equity, collectively;
- (xxx) **"SEBI Scheme Circular - Debt"** means circular no. SEBI/HO/DDHS/DDHSDiv1/P/CIR/20 22/0000000103 dated July 29, 2022 issued by SEBI, as amended from time to time, on Schemes of Arrangement by entities who have listed their non-convertible debt securities/non-convertible redeemable preference shares;
- (xxxi) **"SEBI Scheme Circular - Equity"** means the circular issued by the SEBI, being SEBI Master Circular No. SEBI/HO/CFD/DIL1/CI R/P/2021/0000000665 dated November 23, 2021, on Schemes of Arrangement by Listed Entities and Relaxation under Sub-rule (7) of rule 19 of the Resulting Company Equity Shares Contracts (Regulation) Rules, 1957, as amended from time to time, issued by SEBI.
- (xxxii) **"SEBI LODR Regulations"** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (xxxiii) **"Share Entitlement Ratio"** shall have the meaning set out in Clause 16.1;
- (xxxiv) **"Stock Exchanges"** means collectively, the BSE and the NSE.
- (xxxv) **"Tax" or "Taxes"** means and include any tax, whether direct or indirect, including buy back tax, central sales tax ("CST"), charges, customs duty, dividend distribution tax, duties (including stamp duties), excise duty, fees, foreign tax credit and equalization levy), goods and service tax ("GST"), income tax (including withholding tax ("TDS"), levies, local body taxes, octroi, service tax, tax collected at source ("TCS"), value added tax ("VAT"), or other similar assessments by or payable to any Appropriate Authority, including in relation



For STL Networks Limited  
 For STL Networks Limited  
 A.V. Deshpande  
 A.V. Deshpande

to (a) assets, capital gains, employment, entry, expenditure, foreign trade policy, gift, gross receipts, immovable property, imports, income, interest, licensing, movable property, municipal, payroll and franchise taxes, premium, profession, sales, services, transfer, use, wealth, withholding, and (b) any assessments, fines, interest, penalties or additions to tax resulting from, attributable to or incurred in connection with any proceedings or late payments in respect thereof

(xxxvi) "Tax Laws" means all Applicable Laws relating to Tax.

(xxxvii) "Transferred Employees" shall have the meaning ascribed to it in Clause 9.1 of the Scheme;

(xxxviii) "National Company Law Tribunal" or "NCLT" or "Tribunal" means the Mumbai bench of the National Company Law Tribunal having jurisdiction over the Demerged Company and Resulting Company.

1.2 In this Scheme, unless the context otherwise requires:

- (i) words denoting singular shall include plural and vice versa;
- (ii) headings and bold typeface are only for convenience and shall be ignored for the purposes of interpretation;
- (iii) references to the word "include" or "including" shall be construed without limitation;
- (iv) a reference to an article, section, paragraph or schedule is, unless indicated to the contrary, a reference to an article, section, paragraph or schedule of this Scheme;
- (v) unless otherwise defined, the reference to the word "days" shall mean calendar days;
- (vi) references to dates and times shall be construed to be references to Indian dates and times;
- (vii) reference to a document includes an amendment or supplement to, or replacement or novation of, that document;
- (viii) word(s) and expression(s) elsewhere defined in the Scheme will have the meaning(s) respectively ascribed to them.

## 2. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the Tribunal, shall be effective from the Appointed Date but shall be operative from the Effective Date.

## 3. SHARE CAPITAL

3.1 The share capital of the Demerged Company as on March 31, 2023 is as under:

	Rs
<b>AUTHORISED SHARE CAPITAL</b>	
75,00,00,000 equity shares of Rs 2 each	150,00,00,000
<b>SUBSCRIBED, ISSUED AND PAID-UP SHARE CAPITAL</b>	
39,85,80,433 fully paid-up equity shares of Rs. 2 each	79,71,60,866

The equity shares of the Demerged Company are listed on BSE and NSE.

3.2 The share capital of the Resulting Company as on March 31, 2023 is as under:

	Rs
<b>AUTHORISED SHARE CAPITAL</b>	

For Starline Technologies Limited

*Amit Deshpande*  
Amit Deshpande  
Company Secretary

For STL Networks Limited

*Amit Deshpande*  
Amit Deshpande  
Authorised Signatory

50,000 equity shares of Rs 10 each	500,000
<b>SUBSCRIBED, ISSUED AND PAID-UP SHARE CAPITAL</b>	
50,000 fully paid-up equity shares of Rs 10 each	500,000

The entire share capital of the Resulting Company as on March 31, 2023 is beneficially held by the Demerged Company and hence Resulting Company is a wholly owned subsidiary of the Demerged Company.

The Demerged Company has outstanding employee stock options under the ESOP Plans, the exercise of which may result in an increase in the issued and paid-up share capital of the Demerged Company.

The Demerged Company may, from time to time, in accordance with the Act, rules and regulations framed by the SEBI including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other Applicable Laws, issue securities to any persons (including by way of a rights issue, preferential allotment or bonus issue).

### PART - III

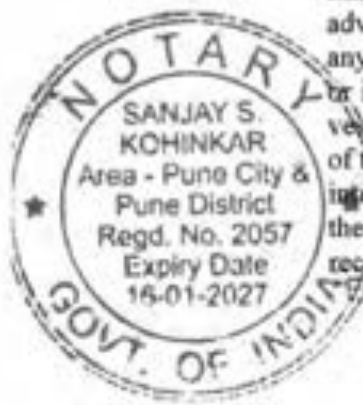
#### DEMERGER OF THE DEMERGED UNDERTAKING FROM THE DEMERGED COMPANY INTO THE RESULTING COMPANY

#### 4. Transfer and Vesting of the Demerged Undertaking

- 4.1 Upon the Scheme becoming effective and with effect from the Appointed Date, the Demerged Undertaking shall, in accordance with Section 2 (19AA) of the IT Act and pursuant to Sections 230-232 of the Act and other Applicable Laws, and pursuant to the sanction order of the Tribunal, without any further act, instrument or deed, be demerged from the Demerged Company and stand transferred to and vested in or be deemed to be transferred to and vested in the Resulting Company as a going concern in the manner set out below.

#### 5. Transfer of Assets

- 5.1 Upon the coming into effect of this Scheme and with effect from the Appointed Date, the Demerged Undertaking shall, in accordance with the provisions of this Clause 5 in relation to the mode of transfer and vesting and pursuant to Sections 230-232 of the Act and without any further act or deed, be demerged from the Demerged Company and be transferred to and vested in or be deemed to have been demerged from the Demerged Company and transferred to and vested in the Resulting Company as a going concern without any break or interruptions in the operations thereof so as to become as and from the Appointed Date, the estate, assets, investments, rights, claims, title, interest and authorities of the Resulting Company, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/ or financial institutions.
- 5.2 Upon the Scheme becoming effective, with effect from the Appointed Date, in respect of such of the assets of the Demerged Undertaking as are movable in nature and/ or otherwise capable of transfer by manual or constructive delivery and/ or by endorsement and delivery, including cash and bank balances, investment in companies, units of mutual funds, market instruments and other securities of the Demerged Undertaking, the same shall stand transferred by the Demerged Company to the Resulting Company pursuant to the provisions of Sections 230-232 of the Act or be deemed to be transferred by delivery or possession or by endorsement and delivery and without requiring any deed or instrument of conveyance for transfer of the same, and shall become the property of the Resulting Company subject to the Clauses in this Scheme in relation to Encumbrances in favour of banks and/ or financial institutions.
- 5.3 Without prejudice to the generality of Clause 5.2 but subject to the provisions of Clauses in relation to Tax, and in respect of movable assets other than those dealt with in Clause 5.2, including but not limited to sundry debts, actionable claims, earnest monies, receivables, bills, credits, loans, advances and deposits with any Appropriate Authorities or any other bodies and/ or customers or any other person, if any, forming part of the Demerged Undertaking, whether recoverable in cash or in kind or for value to be received, bank balances, etc., the same shall stand transferred to and vested in the Resulting Company without any notice or other intimation to any person in pursuance of the provisions of Sections 230-232 read with other relevant provisions of the Act to the end and intent that the right of the Demerged Company to recover or realize the same stands transferred to the Resulting Company, and that appropriate entries shall be passed in their respective books to record the aforesaid change without any notice or other intimation to any such debtors, creditors or



*A. V. Deshpande*  
Amit Deshpande  
Company Secretary

*A. V. Deshpande*  
Authorized Signatory



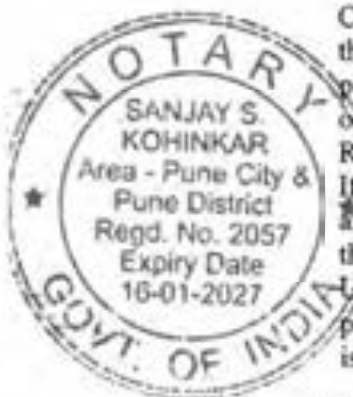
persons as the case may be. The Resulting Company may, at its sole discretion but without being obliged, give notice in such form as it may deem fit and proper, to such person, as the case may be, that the said debt, receivable, bill, credit, loan, advance or deposit stands transferred to and vested in the Resulting Company and be paid or made good or held on account of the Resulting Company as the person entitled thereto.

- 5.4 Without prejudice to the generality of the foregoing, upon the coming into effect of this Scheme, all immovable properties of the Demerged Company and all the rights, title, interest and claims of the Demerged Company in any immovable properties including any leasehold/ leave and license/ right of way properties of the Demerged Company forming part of the Demerged Undertaking, shall, pursuant to Sections 230-232 of the Act, without any further act or deed, be transferred to and vested in or be deemed to have been transferred to or vested in the Resulting Company on the same terms and conditions.
- 5.5 All assets, estate, rights, title, interest and authorities acquired by the Demerged Company on or after the Appointed Date and prior to the Effective Date forming part of the Demerged Undertaking shall also stand transferred to and vested or be deemed to have been transferred to or vested in the Resulting Company upon the coming into effect of this Scheme without any further act, instrument or deed.
- 5.6 All intellectual property rights, including trademarks, trade names and the goodwill associated therewith, patents, patent rights, copyrights and other industrial designs and intellectual properties and rights of any nature whatsoever including know-how, or any applications for the above, assignments and grants in respect thereof of the Demerged Company in relation to the Global Services Business as on the Appointed Date ("**Demerged Undertaking IP**") shall be transferred to the Resulting Company, with effect from the Appointed Date. The Resulting Company shall take such actions as may be necessary and permissible to get the same transferred and/or registered in the name of the Resulting Company.
- 5.7 Upon the Scheme being effective, for the purpose of satisfying any eligibility criteria including technical and/ or financial parameters for participating and qualifying in invitations for expression of interest(s) and/ or bid(s) and/ or tender(s) of any nature meant for any project(s) or contract(s) or work(s) or services or combination thereof, related to the Global Services Business, in addition to its own technical experience and/ or financial credentials including drawn through other arrangements such as consortium or joint venture etc., the Resulting Company shall be entitled to the benefit of all pre-qualification, track-record, experience, goodwill, and all other rights, claims and powers of whatsoever nature belonging to the Demerged Company in connection with or pertaining or relating to the Demerged Undertaking for all intents and purposes and specifically including but not limited to financial credentials including the turnover, profitability, net-worth, technical expertise, market share, project management experience, Incorporation History, track record of having undertaken, performed and/or executed the business and / or orders by the Demerged Company from the Commencement Of Business. All experience, qualifications, legacies, and track record of the Demerged Company acquired by reason of the completion of various projects or works pertaining to the GSB shall be deemed to be a part of and belonging to the Resulting Company and for all purposes shall be regarded as the attributed of the Resulting Company. It is hereby clarified that, any reserves recorded in the books of Resulting Company pursuant to this Scheme shall be included while computing the net-worth of the Resulting Company for purposes of determining the pre-qualification criteria/conditions of various bidding documents issued by governmental and/or non-governmental authorities.
- 5.8 All cheques and other negotiable instruments, payment order, electronic fund transfers (like NEFT, RTGS, etc.) received or presented for encashment which are in the name of Demerged Company (in relation to Demerged Undertaking) after the Effective Date shall be accepted by the bankers of Resulting Company and credited to the account of Resulting Company, if presented by Resulting Company or received through electronic transfers. Similarly, the banker of Resulting Company shall honor all cheques / electronic fund transfer instructions issued by Resulting Company (in relation to Demerged Undertaking) for payment after the Effective Date. If required, the bankers of Demerged Company and Resulting Company shall allow maintaining and operating of the bank accounts (including banking transactions carried out electronically) in the name of Demerged Company by Resulting Company in relation to the Demerged Undertaking for such time as may be determined to be necessary by Resulting Company for presentation and deposition of cheques, pay order and electronic transfers that have been issued/made in the name of Resulting Company.

#### 6. Transfer of Liabilities

*A.V. Dube*  
 Authorised Signatory  
 Company Secretary

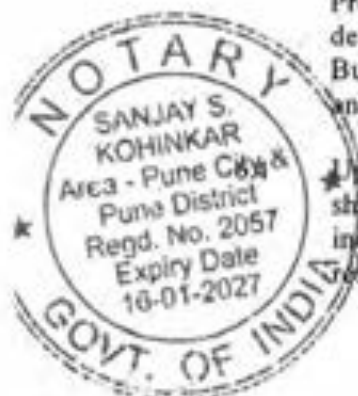
For STL Networks Limited  
*A.V. Dube*  
 Authorised Signatory



- 6.1 With effect from the Appointed Date and upon coming into effect of this Scheme, all loans raised and utilized and all debts, duties, undertakings, liabilities, bank guarantees, performance guarantees, corporate guarantees, letters of credit including contingent liabilities and all other debts, liabilities, duties, and obligations of the Demerged Company relating to the Demerged Undertaking ("**Demerged Undertaking Liabilities**") which may accrue or arise after the Appointed Date but which related to the period up to the day of immediately preceding the Appointed Date, if any, whether quantified or not and obligations incurred or undertaken by the Demerged Company in relation to or in connection with the Demerged Undertaking as on the Appointed Date shall pursuant to the sanction of the Scheme by the Tribunal and under the provisions of Sections 230 to 232 and other applicable provisions of the Act, without any further act, instrument or deed being required, be and shall stand automatically transferred to and vested in or be deemed to have been transferred to and vested in the Resulting Company to the extent that they may be outstanding as on the Appointed Date and shall become the debt, duties, undertakings, liabilities and obligations of the Resulting Company on the same terms and conditions as were applicable to the Demerged Company and further that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such liabilities have arisen in order to give effect to the provisions of this Clause 6. The term "**Demerged Undertaking Liabilities**" shall include:
- 6.1.1 the debts, liabilities obligations incurred and duties of any kind, nature or description (including contingent liabilities) which arise out of the activities or operations of the Demerged Undertaking;
  - 6.1.2 the specific loans or borrowings (including, notes and other debt securities raised, incurred and utilized solely for the activities or operations of the Demerged Undertaking); and
  - 6.1.3 in cases other than those referred to in Clauses 6.1.1 or 6.1.2 above, so much of the amounts of general or multipurpose borrowings, if any, of the Demerged Company, as stand in the same proportion which the value of the assets transferred pursuant to the demerger of the Demerged Undertaking bear to the total value of the assets of the Demerged Company immediately prior to the Appointed Date.
- 6.2 Upon the coming into effect of this Scheme, the balances as on the Appointed Date, of general or multipurpose borrowings shall be transferred to and assumed by Resulting Company in the proportion provided in Clause 6.1 above. Thus, the primary obligation to redeem or repay such transferred liabilities shall be that of Resulting Company. However, without prejudice to such transfer of proportionate liability amount, where considered necessary for the sake of convenience and towards facilitating single point creditor discharge, Resulting Company may discharge such liability (including accretions thereto) by making payments on the respective due dates to Demerged Company, which in turn shall make payments to the respective creditors.
- 6.3 In so far as any Encumbrance in respect of the Demerged Undertaking Liabilities is concerned, upon coming into effect of this Scheme and with effect from the Appointed Date, such Encumbrance shall, without any further act, instrument or deed being required, be modified and shall be extended to and shall operate only over the assets comprised in the Demerged Undertaking which may have been encumbered in respect of the Demerged Undertaking Liabilities as transferred to the Resulting Company pursuant to this Scheme. For the avoidance of doubt, it is hereby clarified that in so far as the assets comprising the Remaining Undertaking are concerned, the encumbrance, if any, over such assets relating to the Demerged Undertaking Liabilities, as and from the Appointed Date without any further act, instrument or deed being required be released and discharged from the obligations and encumbrances relating to the same. Further, in so far as the assets comprised in the Demerged Undertaking are concerned, the encumbrance over such assets relating to any loans, borrowings or other debts which are not transferred to the Resulting Company pursuant to this Scheme and which shall continue with the Demerged Company shall without any further act or deed be released from such encumbrance and shall no longer be available as security in relation to such liabilities with effect from the Appointed Date and upon coming into effect of this Scheme.

Provided always that this Scheme shall not operate to enlarge the security from any loan, deposit or facility created by the Demerged Company in relation to the Global Services Business by virtue of this Scheme and the Resulting Company shall not be obliged to create any further or additional security therefore after the Scheme has become operative.

Upon the effectiveness of the Scheme, the Demerged Company and the Resulting Company shall execute all instrument or document and/or do all such acts or deeds as may be required, including filing if necessary particulars and/or modification of the charge, if any, with the respective Registrar of Companies to give formal effect to the provisions of this Clause 6.



Amit  
Company Secretary

AN. Bhatnagar  
Authorised Signatory

7. **Contracts, Deeds, etc.**

- 7.1 Subject to the other provisions of this Scheme and upon coming into effect of this Scheme and with effect from the Effective Date, all contracts, deeds, bonds, guarantees, agreements, consents, letters of intent, approved tenders, ongoing participated tenders, open order book(s), expression of interest, settlements, indemnities, arrangements, engagements and other instruments, if any, of whatsoever nature in relation to the Demerged Undertaking, to which the Demerged Company is a party or to the benefit of which the Demerged Company is eligible and which are subsisting or having effect immediately before the Appointed Date, shall remain in full force and effect automatically against or in favour of the Resulting Company, as the case may be, and shall be binding on and be enforceable by or against the Resulting Company as fully and effectually as if, instead of the Demerged Company, the Resulting Company had been originally a party or beneficiary or oblige thereto or thereunder. The Resulting Company will, if required, enter into a novation agreement, sub-contracting agreement, deeds, writings or confirmations in relation to such contracts, deeds, bonds, agreements, arrangements and other instruments as stated above and, if required, cause such contracts, deeds, bonds, agreements, arrangements and other instruments as stated above to be formally taken on record/ recognized by the Appropriate Authorities.
- 7.2 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Demerged Undertaking occurs by virtue of this Scheme itself, the Resulting Company may, at any time after coming into effect of the Scheme, take such actions and execute such deeds, writings or confirmations, novations or enter into arrangements with any party to any contract or arrangement to which the Demerged Company is a party in order to give formal effect to the provisions of this Scheme, if so required. The Resulting Company shall be deemed to be competent and authorized to execute any such deeds, writings or confirmations on behalf of the Demerged Company and to perform or carry out all formalities or compliances required on the part of Demerged Company to give effect to the provisions of this Scheme.
- 7.3 On and from the Effective Date, and thereafter, Resulting Company shall be entitled to enforce all pending contracts and transactions and issue credit notes on behalf of the Demerged Company, in relation to or in connection with the Demerged Undertaking, in the name of Resulting Company in so far as it may be necessary until the transfer of rights and obligations of the Demerged Undertaking to Resulting Company under this Scheme have been given effect to under such contracts and transactions.
- 7.4 After the Scheme becomes effective, the Resulting Company shall, in its own right, be entitled to realize all monies and complete and enforce all pending contracts and transactions in respect of the Demerged Undertaking, in so far as may be necessary.
- 7.5 In an event where any existing guarantees existing as on Effective Date and pertaining to the Demerged Undertaking are not transferrable for any reasons, the Demerged Company shall furnish the same on behalf of the Resulting Company by entering into applicable agreements/ deeds as per the Applicable Law. In such cases, the Resulting Company, if required shall indemnify the Demerged Company for any risks or loss or reward associated with such guarantee furnished on behalf of the Resulting Company.
- 7.6 Without prejudice to the aforesaid, it is clarified that if any contracts, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in relation to the Demerged Undertaking which the Demerged Company owns or to which the Demerged Company is a party, cannot be transferred to the Resulting Companies for any reason whatsoever, both the Demerged Company and Resulting Company to enter into such understanding for the Demerged Company to hold such assets, contracts, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in trust for the benefit of the Resulting Companies, in so far as it is permissible so to do, till such time as the transfer is effected.
- 7.7 Without prejudice to the aforesaid, it is clarified that if any assets (estate, claims, rights, title, interest in or authorities relating to such assets) or any contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in relation to the Demerged Undertaking which the Demerged Company owns or to which the Demerged Company is a party to, cannot be transferred to the Resulting Company for any reason whatsoever:

the Demerged Company shall hold such asset or contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in trust for the benefit of the Resulting Company, insofar as it is permissible so to do, till such time as their transfer is effected;

For Sterlite Technologies Limited

A.V. Durgade  
Authorized Signatory  
Company Secretary

For STL Networks Limited  
A.V. Durgade  
Authorized Signatory



- (b) the Demerged Company and Resulting Company shall, however, between themselves, treat each other as if that all contracts, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in relation to the Demerged Undertaking had been transferred to the Resulting Company on the Effective Date; and
- (c) the Resulting Company shall perform or assist the Demerged Company in performing all of the obligations under those contracts, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature, to be discharged after the Effective Date.

**8. Permits**

- 8.1. With effect from the Appointed Date, all Permits (including that granted by Department of Scientific and Industrial Research ('DSIR') authorities relating to Demerged Undertaking, more particularly set-out in **Schedule II**), given by, issued to or executed in favour of the Demerged Company in relation to the Demerged Undertaking shall stand vested in or transferred automatically to the Resulting Company without any further act or deed and shall be appropriately mutated by the authorities concerned therewith in favour of the Resulting Company as if the same were originally given by, issued to or executed in favour of the Resulting Company and Resulting Company shall be bound by the terms thereof, the obligations and duties thereunder and the rights and benefits under the same shall be available to the Resulting Company. The benefit of all statutory and regulatory permissions including the statutory or other licenses, tax registrations, permits, permissions or approvals or consents required to carry on the operations of the Demerged Undertaking shall automatically and without any other order to this effect, vest into and become available to the Resulting Company pursuant to this Scheme.
- 8.2. It is clarified that, upon the Effective Date and until the Permits are transferred, vested, recorded effected and or perfected, in the record of the relevant regulator/authority, in favor of Resulting Company, the Resulting Company is authorized to carry on business in the name and style of the Demerged Undertaking under the Demerged Company and under the relevant license and/or permissions and/or approval, as the case may be, and the Resulting Company shall keep of record and or account of such transactions.

**9. Employees**

- 9.1 Upon coming into effect of this Scheme:
  - (a) All employees of the Demerged Company engaged in or in relation to the Demerged Undertaking and who are in such employment as on the Effective Date shall be transferred to and become the employees of the Resulting Company with effect from the Effective Date (the "**Transferred Employees**") on the same terms and conditions of employment on which they are engaged by the Demerged Company without any break or interruption in service for the purpose of calculating retirement benefits. The Resulting Company undertakes to continue to abide by any agreement/settlement entered into by the Demerged Company with any employee of the Demerged Company in relation to the Transferred Employees.
  - (b) All consultants, retainers and other persons engaged in the Demerged Undertaking (other than Transferred Employees) on a non-permanent basis, shall become consultants, retainers and persons engaged by the Resulting Company with effect from the Appointed Date, and, subject to the provisions hereof, on terms and conditions not less favourable than those on which they are engaged by the Demerged Company in relation to the Demerged Undertaking and without any interruption of or break in service as a result of the transfer of the Demerged Undertaking.
  - (c) Insofar as the existing provident fund, gratuity fund and superannuation fund, trusts, retirement fund or benefits and any other funds or benefits created by the Demerged Company inter alia for the Transferred Employees are concerned (collectively referred to as the "**Funds**"), the Funds and such investments made by the Funds which are preferable to the Transferred Employees in terms of Clause 9.1(a) above shall be transferred to the similar Funds created by the Resulting Company and shall be held for their benefit pursuant to this Scheme in the manner provided hereinafter. In the event that the Resulting Company does not have its own Funds in respect of any of the above, the Resulting Company may, subject to necessary approvals and permissions, continue to contribute to the relevant Funds of the Demerged Company, until such time that the Resulting Company creates its own Funds, at which time the funds and the investments



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 Amr Deshpande  
 Company Secretary

For STL Networks Limited  
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and contributions pertaining to the Transferred Employees shall be transferred to the Funds created by the Resulting Company.

- (d) In relation to those Transferred Employees who are not covered under the provident fund trust of the Demerged Company, and for whom the Demerged Company is making contributions to the government provident fund, the Resulting Company shall stand substituted for the Demerged Company, for all purposes whatsoever, including relating to the obligation to make contributions to the said fund in accordance with the provisions of such fund, bye laws, etc. in respect of such Transferred Employees. If any exemptions granted by the Regional Provident Fund Commissioner, or any other competent authority under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952, to the Demerged Company and its subsidiaries, joint ventures and associates require re-issue or renewal on account of the Scheme, the Demerged Company shall, and shall cause its subsidiaries, joint ventures and associates to, apply for the reissue or renewal, and the Regional Provident Fund Commissioner or any other competent authority shall grant the same such that the privileges, rights and benefits of the Remaining Employees continue uninterrupted. Likewise, the Resulting Company shall apply for granting of similar exemptions and the Regional Provident Fund Commissioner or any other competent authority shall grant the same such that the privileges, rights and benefits of Transferred Employees continue uninterrupted.
- (e) In relation to any other fund created or existing for the benefit of the Transferred Employees being transferred to the Resulting Company, the Resulting Company shall stand substituted for the Demerged Company, for all purposes whatsoever, including relating to the obligation to make contributions to the said funds in accordance with the provisions of such scheme, funds, bye laws, etc. in respect of such Transferred Employees.
- (f) In so far as the existing benefits or funds created by the Demerged Company for the Remaining Employees are concerned, the same shall continue and the Demerged Company shall continue to contribute to such funds and trusts in accordance with the provisions thereof, and such funds and trusts, if any, shall be held inter alia for the benefit of the Remaining Employees.

**10. Employee Stock Option Scheme**

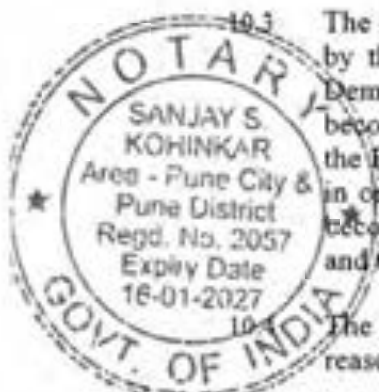
- 10.1 Upon the Scheme becoming effective, the Resulting Company shall formulate new special purpose employee stock option scheme by adopting the Employee Stock Option Plans of the Demerged Company ("ESOPs"), as modified in accordance with the variations mentioned in this clause.
- 10.2 With respect to the Options granted by the Demerged Company to the eligible employees of the Demerged Company (irrespective of whether they continue to be employees of the Demerged Company or become employees of the Resulting Company pursuant to this Scheme) under the ESOP Plans; and upon the Scheme becoming effective, the said eligible employees shall be issued 1 (one) stock option by the Resulting Company under the new special purpose employee stock option scheme for every 1 (one) ESOP outstanding as on the Effective Date in the Demerged Company, on terms and conditions similar to the ESOPs.

10.3 The Options granted by the Demerged Company under the ESOPs would continue to be held by the eligible employees irrespective of whether they continue to be employees of the Demerged Company or become employees of the Resulting Company. Upon the Scheme becoming effective, the Demerged Company shall, if required, take necessary steps to modify the ESOPs in a manner considered appropriate and in accordance with the Applicable Laws, in order to enable the continuance of the same in the hands of the eligible employees who become employees of the Resulting Company, subject to the approval of the Stock Exchanges and the relevant regulatory authorities, if any under Applicable Laws.

10.4 The Demerged Company shall undertake applicable procedure for making a fair and reasonable adjustment to the exercise price as mentioned in Clause 10.3.

10.5 While granting stock options, the Resulting Company shall take into account the period during which the employees held Options granted by the Demerged Company prior to the issuance of the stock options by the Resulting Company, for determining of minimum vesting period required for stock options granted by the Resulting Company, subject to Applicable Laws.

10.6 Approval granted to the Scheme by the shareholders of the Demerged Company and the Resulting Company shall also be deemed to be approval granted to any modifications made to



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 Adm. Deshpande  
 Company Secretary

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the ESOP scheme of the Demerged Company and approval granted to the new employee stock option scheme to be adopted by the Resulting Company, respectively.

**11. Legal Proceedings**

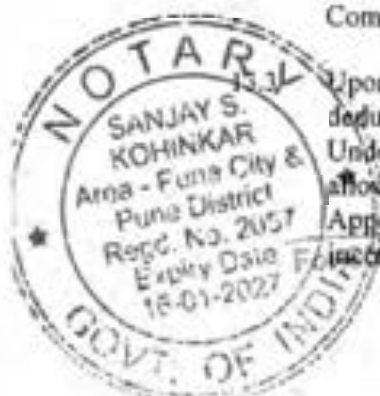
- 11.1 Upon coming into effect of this Scheme, all suits, actions, administrative proceedings, tribunals proceedings, show cause cases, demands and legal proceedings of whatsoever nature (except tax proceedings) by or against the Demerged Company pending and/or arising on or before the Appointed Date or which may be instituted any time thereafter and in each case relating to the Demerged Undertaking shall not abate or be discontinued or be in any way prejudicially affected by reason of the Scheme or by anything contained in this Scheme but shall be continued and be enforced by or against the Resulting Company with effect from the Appointed Date in the same manner and to the same extent as would or might have been continued and enforced by or against the Demerged Company. Except, as otherwise provided herein, the Demerged Company shall in no event be responsible or liable in relation to any such legal or other proceedings that stand transferred to the Resulting Company. The Resulting Company shall be replaced/added as party to such proceedings and shall prosecute or defend such proceedings at its own cost, in cooperation with the Demerged Company and the liability of the Demerged Company shall consequently stand nullified. It is clarified that except as otherwise provided herein, the Demerged Company shall in no event be responsible or liable in relation to any proceedings relating to the Demerged Undertaking that stand transferred to the Resulting Company.
- 11.2 If any proceedings are taken or demand is made by the relevant governmental authorities against the Demerged Company in respect of matters referred in Clause 11.1 above (except tax proceedings), it shall defend the same or deal with such demand in accordance with the advice of the Resulting Company and at the cost of the Resulting Company and the latter shall reimburse and indemnify the Demerged Company against all liabilities and obligations incurred by or against the Demerged Company in respect thereof.
- 11.3 The Resulting Company undertakes to have all legal or other proceedings (except tax proceedings) initiated by or against the Demerged Company referred to in Clause 11.1 above transferred to its name as soon as is reasonably practicable after the Effective Date and to have the same continued, prosecuted and enforced by or against the Resulting Company to the exclusion of the Demerged Company on priority. Both Parties shall make relevant applications and take steps as may be required in this regard.

**12. Saving of Concluded Transactions**

Subject to the terms of the Scheme, the transfer and vesting of the Demerged Undertaking and continuance of proceedings by or against the Resulting Company, as provided herein, shall not affect any transactions or proceedings already concluded by the Demerged Company before the Effective Date, to the end and intent that the Resulting Company accepts and adopts all acts, deeds and things done and executed by and/or on behalf of the Demerged Company in relation to the Demerged Undertaking as acts, deeds and things done and executed by and on behalf of the Resulting Company.

**13. Treatment of Taxes**

- 13.1 Any surplus or liability or refund of tax paid or any tax credit entitlements under, value added tax, GST and CENVAT and input tax credit (that remain unutilized) in relation to the operation and activities of the Demerged Undertaking as on the Appointed Date shall be transferred to the Resulting Company as per the provisions of the relevant Tax Laws, even if the prescribed time limits for claiming such refunds or credits have lapsed. The Resulting Company shall obtain new IEC and state-wise GST registration so that GST input tax credit can be transferred by way of Form ITC-02.
- 13.2 All surplus or liability or refund under Tax Laws (other than those mentioned in Clause 13.1 above) pertaining to the period prior to the Appointed Date shall remain vested with the Demerged Company.



Upon the Scheme becoming effective, the Resulting Company shall be entitled to claim: (a) deduction with respect to items such as provisions, expenses etc. in relation to the Demerged Undertaking disallowed in earlier years in the hands of the Demerged Company, which may be allowable in accordance with provisions of Information Technology Act, 2000 on or after the Appointed Date; and (b) unabsorbed business and depreciation losses (if any) as per the return of income filed by the Demerged Company.

*A.V. Dabunde*  
 Amil S. ...  
 Company Secretary

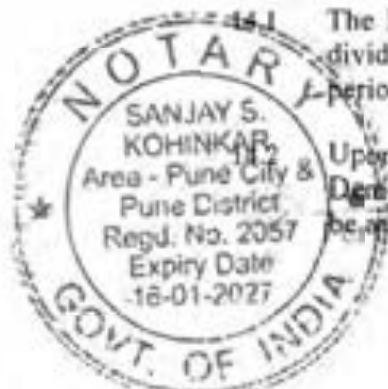
For STL Networks Limited  
*A.V. Dabunde*  
 Authorised Signatory

- 13.4 Any Tax incentives, subsidies, exemptions, special status, tax benefits (including but not limited to export incentives, Merchandise Exports from India Scheme (MEIS) scrips, SEIS scheme etc credits/incentives in respect of income tax, value added tax, GST, turnover tax, excise duty, service tax, Foreign Trade Policy (as amended from time to time) etc.), duty drawbacks, Remission of Duties and Taxes on Export Products (RODTEP) and other benefits, credits, exemptions or privileges enjoyed, granted by a governmental authority or availed of by the Demerged Company shall, without any further act or deed, in so far as they relate to or are available for the operation and activities of the Demerged Undertaking on or after the Appointed Date, vest with and be available to the Resulting Company on the same terms and conditions, as if the same had been allotted and / or granted and / or sanctioned and / or allowed to the Demerged Company.
- 13.5 Subject to Applicable Law, all permissions, approvals, consents, sanctions, remissions, special reservations, service-tax exemptions, export promotion of capital goods license, duty credit scrips and other licenses obtained under foreign trade policy, incentives, concessions and other authorizations of the Demerged Company in connection with the Demerged Undertaking shall stand transferred by the order of the Tribunal to the Resulting Company. The Resulting Company shall file the relevant intimations, for the record of the statutory authorities who shall take them on file, pursuant to the vesting orders of the sanctioning Tribunal.
- 13.6 Each of the Demerged Company and the Resulting Company shall be entitled to, amongst others, file/ revise its income-tax returns, TDS certificates, TDS / TCS returns, GST returns, wealth tax returns, service tax, excise, GST, VAT, entry tax, cess, professional tax and other statutory returns, if required, claim credit for tax deducted at source and other taxes under respective statutes, even if the prescribed time limits for filing or revising such returns have lapsed without incurring any liability on the Demerged Company or Resulting Company.
- 13.7 The Resulting Company shall be entitled to get credit/claim refund regarding any tax paid (including but not limited to unutilized GST input tax credit) and/or tax deduction at source certificates, pertaining to Demerged Undertaking, on or after the Appointed Date paid by the Demerged Company, notwithstanding that challans or records or any transfer of tax credits may be in the name of the Demerged Company
- 13.8 All the Tax payments/compliances (including, but without limitation to income tax, service tax, excise duty, GST, applicable state value added tax, etc.) whether by way of tax deducted at source, advance tax, all earnest monies, security deposits provisional payments, payment under protest, or otherwise howsoever, by the Demerged Company pertaining to the Demerged Undertaking after the Appointed Date, shall be deemed to be paid by the Resulting Company and shall, in all proceedings, be dealt with accordingly.
- 13.9 Further, any tax deducted at source, advance tax paid by the Demerged Company pertaining to the Demerged Undertaking on transactions with the Resulting Company, if any (from Appointed Date to Effective Date) shall be deemed to be advance tax paid or tax deposited by the Resulting Company and shall, in all proceedings, be dealt with accordingly in the hands of the Resulting Company (including but not limited to grant of such tax deposited as credit against total tax payable by the Resulting Company while filing consolidated return of income on or after Appointed Date).
- 13.10 The Demerged Company in relation to the Demerged Undertaking may be entitled to various incentive schemes and pursuant to this Scheme, it is declared that the benefits under all such schemes and policies pertaining to the Demerged Undertaking shall be automatically transferred to and vested into the Resulting Company and all benefits, entitlements and incentives of any nature whatsoever including benefits under the income tax, excise, sales tax, service tax, exemptions, concessions, remissions, subsidies and other incentives in relation to the Global Services Business, to the extent statutorily available, shall be claimed by the Resulting Company.
- 13.11 The Board of the Demerged Company shall be empowered to determine if any specific tax liability or any tax proceeding relates to the Demerged Undertaking and whether the same would be transferred to the Resulting Company.

**14. Dividends**

The Demerged Company and the Resulting Company shall be entitled to declare and pay dividends, whether interim or final, to their respective shareholders in respect of the accounting period prior to the Effective Date in the ordinary course.

Upon the Scheme becoming effective, on and from the Appointed Date, the profits of the Demerged Undertaking shall belong to and be the profits of the Resulting Company and will be available to Resulting Company for being disposed of in any manner as it thinks fit.



*Amit Deshpande*  
Amit Deshpande  
Company Secretary

*A.V. Subhonde*  
A.V. Subhonde  
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- 14.3 It is clarified that the aforesaid provisions in respect of declaration of dividends are enabling provisions only and shall not be deemed to confer any right on any equity shareholder of Demerged Company and/or Resulting Company to demand or claim any dividends which, subject to the provisions of the said Act, shall be entirely at the discretion of the Board of Demerged Company and Resulting Company respectively, subject to such approval of the shareholders, as may be required.

**15. Validity of Existing Resolutions**

Upon the coming into effect of the Scheme, the resolutions, if any, of the Demerged Company relating to the Demerged Undertaking, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Resulting Company, and if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, such limits shall be added to the limits, if any, under like resolutions passed by the Resulting Company, and shall constitute the aggregate of the said limits in the Resulting Company.

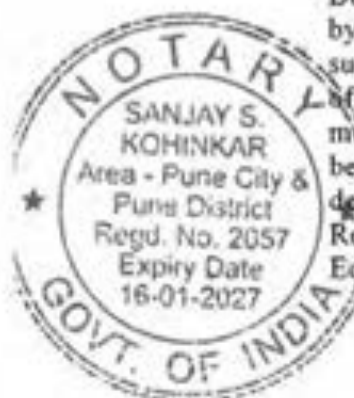
**16. Consideration**

- 16.1 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").*

The shares issued by the Resulting Company pursuant to this Clause 16 are referred to as **"Resulting Company Equity Shares"**.

- 16.2 SSPA & Co Chartered Accountants (IBBI Registration No. IBBI/RV/06/2018/10092), Registered Valuer, have issued the report on the aforesaid share entitlement ratio adopted under the Scheme. RBSA Capital Advisors LLP, a Category-I Merchant Banker, has provided its fairness opinion on the aforesaid share entitlement ratio. The aforesaid report on share entitlement ratio and fairness opinion have been duly considered by the Boards of the Demerged Company and the Resulting Company.
- 16.3 The Resulting Company Equity Share shall be fully paid-up and free of all liens, charges and Encumbrances, and shall be freely transferable in accordance with the articles of association of the Resulting Company.
- 16.4 The fractional entitlements, if any, shall be aggregated and held by the trust, nominated by the Board of the Resulting Company in that behalf, who shall sell such shares in the market at such price, within a period of 90 (ninety) days from the date of allotment of shares, as per the Scheme and on such sale, shall pay to the Resulting Company, the net sale proceeds (after deduction of applicable taxes and other expenses incurred), whereupon the Resulting Company shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of Demerged Company in proportion to their respective fractional entitlements so sold by the trustee.
- 16.5 The Resulting Company Equity Share issued to the members of the Demerged Company by the Resulting Company pursuant to this Clause 16 shall be issued in dematerialized form by the Resulting Company, unless otherwise notified in writing by the shareholders of the Demerged Company to the Resulting Company on or before such date as may be determined by the board of directors of the Demerged Company or a committee thereof. In the event that such notice has not been received by the Resulting Company in respect of any of the members of the Demerged Company, the Resulting Company Equity Shares shall be issued to such members in dematerialised form provided that the members of the Demerged Company shall be required to have an account with a depository participant and shall be required to provide details thereof and such other confirmations as may be required. It is only thereupon that the Resulting Company shall issue and directly credit the dematerialized Resulting Company Equity Shares to the account of such member. In the event the Resulting Company has received



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 Company Secretary

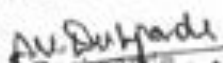
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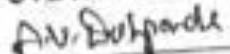


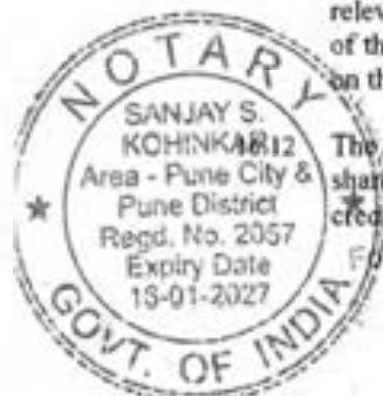
notice from any member that shares are to be issued in physical form or if any member has not provided the requisite details relating to his/her/its account with a depository participant or other confirmations as may be required, then the Resulting Company shall issue Resulting Company Equity Shares in physical form to such member. Notwithstanding the above, if as per Applicable Laws, the Resulting Company is not permitted to issue and allot the new equity shares in physical form and it has still not received the demat account details of such shareholders of the Demerged Company, the Resulting Company shall issue and allot such shares in lieu of the new equity share entitlement of such shareholders, into a demat suspense account, which shall be operated by one of the directors of the Resulting Company, duly authorised in this regard, who shall upon receipt of appropriate evidence from such shareholders regarding their entitlements, will transfer from such demat suspense account into the individual demat account of such claimant shareholders, such number of shares as may be required in terms of this Scheme.

- 16.6 The shares to be issued by the Resulting Company pursuant to this Clause 16 in respect of such of the equity shares of the Demerged Company which are held in abeyance under Section 126 of Companies Act shall, pending allotment or settlement of dispute by order of Court or otherwise, also be kept in abeyance by the Resulting Company. In the event of any dispute in relation to the ownership of any equity shares of the Demerged Company, Resulting Company Equity Shares shall be issued and allotted in respect of such shares (pursuant to this Clause 16), which shares (together with any fractional entitlements) shall be held in trust for and on behalf of the holder of the equity shares of the Demerged Company by the Resulting Company, pending settlement of dispute by order of court or otherwise.
- 16.7 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of the Demerged Company, the board of directors of the Demerged Company shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer in the Demerged Company as if such changes in registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor of the share in the Resulting Company and in relation to the Resulting Company Equity Shares issued by the Resulting Company after the effectiveness of the Scheme under this Clause 16. The board of directors of the Demerged Company shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme and registration of new members in the Resulting Company on account of difficulties faced in the transaction period.
- 16.8 The Resulting Company Equity Shares issued and allotted by the Resulting Company in terms of this Scheme shall be subject to the provisions of the memorandum and articles of association of the Resulting Company and shall rank *pari passu* inter-se in all respects including dividends declared, voting and other rights.
- 16.9 Upon the Scheme becoming effective, the share capital of the Resulting Company shall stand suitably reorganized and increased for the issuance of the Resulting Company Equity Shares in accordance with this Clause 16. The issue and allotment of shares of Resulting Company in terms of this Scheme shall be deemed to have been carried out as if the procedure laid down under Section 62 of the Act and any other applicable provisions of the Act have been complied with. It is clarified that the approval of the members of the Resulting Company to this Scheme, shall be deemed to be their consent/approval for the issue and allotment of the Resulting Company Equity Shares under applicable provisions of the Act.
- 16.10 The Resulting Company shall apply for listing of its equity shares on the Stock Exchanges in terms of and in compliance of SEBI Circulars and other relevant provisions as may be applicable. The Resulting Company Equity Share allotted by the Resulting Company in terms of Clause 16.1 above, pursuant to this Scheme, shall remain frozen in the depository until listing/trading permission is given by Stock Exchanges to Resulting Company. Further, there shall be no change in the shareholding pattern of or control in the Resulting Company between the Record Date and the listing of the shares.
- 16.11 Approval of this Scheme by the equity shareholders of Resulting Company shall be deemed to be the due compliance of the provisions of Section 13, Section 14, Section 42, Section 62 and other relevant and applicable provisions of the Act and rules made thereunder for the issue and allotment of the equity shares by Resulting Company to the equity shareholders of Demerged Company as on the Record Date, as provided in this Scheme.

The Resulting Company Equity Shares to be issued by the Resulting Company in respect of the shares of the Demerged Company held in the Investor Education and Protection Fund shall be credited to the Investor Education and Protection Fund.

For Steris Technologies Limited  
  
 Anil Deshpande  
 Company Secretary

For STL Networks Limited  
  
 Anil Deshpande  
 Authorised Signatory



16.13 In the event the Demerged Company restructures its share capital by way of share split or consolidation or any other corporate action before the Record Date, the share entitlement ratio set out in Clause 16.1 shall be suitably adjusted considering the effect of such corporate action without requirement of any further approval from shareholders or Appropriate Authority.

**17. Accounting by the Demerged Company and the Resulting Company**

17.1 Accounting treatment in the books of the Demerged Company:

Notwithstanding anything to the contrary contained herein, the Demerged Company shall give effect to the demerger in its books of account in accordance with applicable accounting principles as prescribed under the Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS") as notified under Section 133 of the Act and relevant clarifications issued by the Institute of Chartered Accountants of India on the date determined under Ind AS, as follows:

- The Demerged company shall derecognise from its books of accounts, the carrying amount of assets and liabilities pertaining to the demerged undertaking transferred to and vested in the Resulting company.
- The excess of the carrying amount of assets transferred over the carrying amount of liabilities transferred shall be debited to reserves within equity.
- The Demerged Company's investment in the Resulting Company, cancelled pursuant to Clause 21 of this Scheme will be adjusted in the reserves of the Demerged Company.

17.2 In the books of the Resulting Company

Notwithstanding anything to the contrary contained herein, the Transferee Company shall give effect to the demerger in its books of account by applying the principles of Appendix C to Ind AS 103, *Business Combinations* and other applicable accounting principles as prescribed under the Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS") as notified under Section 133 of the Act and relevant clarifications issued by the Institute of Chartered Accountants of India on the date determined in accordance with Ind AS, as follows:

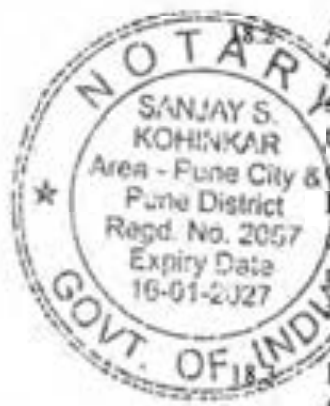
- resulting company shall recognise the assets and liabilities of the demerged undertaking vested in it pursuant to this Scheme, at their respective carrying amounts as appearing in the books of the demerged company.
- The difference, if any, between the carrying amount of the net assets of the demerged undertaking acquired and the consideration issued to the shareholders of the demerged company shall be adjusted to capital reserve.
- The financial statements of the resulting company shall be restated as per the requirements of Appendix C of Ind AS 103.
- The Resulting Company's capital reduction pursuant to Clause 21 of this Scheme will be transferred to the capital reserve.

**18. Remaining Undertaking**

18.1 The Remaining Undertaking and all the assets, properties, rights, liabilities and obligations pertaining thereto shall continue to belong to and remain vested in and be managed by the Demerged Company and the Resulting Company shall have no right, claim or obligation in relation to the Remaining Undertaking

All legal, taxation and / or other proceedings whether civil or criminal (including before any statutory or quasi-judicial authority or tribunal) by or against the Demerged Company under any statute, whether relating to the period prior to or after the Appointed Date and whether pending on the Appointed Date or which may be instituted at any time thereafter, whether or not in respect of any matter arising before the Effective Date and relating to the Remaining Undertaking of the Demerged Company (including those relating to any property, right, power, liability, obligation or duties of the Demerged Company in respect of the Remaining Undertaking and any income tax related liabilities) shall be continued and enforced by or against the Demerged Company even after the Effective Date.

If proceedings are taken against the Resulting Company in respect of matters referred to in Clause 18.2 above relating to the Remaining Undertaking, it shall defend the same in



*A.V. Buzgada*  
Company Secretary

*A.V. Buzgada*  
Authorised Signatory

accordance with the advice of the Demerged Company and at the cost of the Demerged Company, and the latter shall reimburse and indemnify the Resulting Company, against all liabilities and obligations incurred by the Resulting Company in respect thereof.

18.4 Up to and including the Effective Date:

- (a) Demerged Company shall carry on and shall be deemed to have been carrying on all business and activities relating to the Remaining Undertaking of the Demerged Company for and on its own behalf;
- (b) all profits accruing to Demerged Company or losses arising or incurred by it (including the effect of taxes, if any, thereon) relating to the Remaining Undertaking of Demerged Company shall, for all purposes, be treated as the profits or losses, as the case may be, of Demerged Company; and
- (c) all assets and properties acquired by Demerged Company in relation to the Remaining Undertaking of Demerged Company on and after the Appointed Date shall belong to and continue to remain vested in Demerged Company.

19. **Conduct of the business of the Demerged Undertaking**

With effect from the Appointed Date and up to and including the Effective Date:

- 19.1 The Demerged Company shall be deemed to have been carrying on and shall carry on the Demerged Undertaking and shall be deemed to have held and stood possessed of and shall hold and stand possessed of all its properties and assets for and on account of and in trust for the Resulting Company. The Demerged Company hereby undertakes to hold its assets with utmost prudence until the Effective Date.
- 19.2 The Demerged Company shall carry on the business and activities of the Demerged Undertaking with reasonable diligence, business prudence and shall not, except in the ordinary course of business or without prior written consent of the Resulting Company, alienate charge, mortgage, encumber or otherwise deal with or dispose of any business or part thereof.
- 19.3 With effect from the Appointed Date, all profits or income arising or accruing to the Demerged Company with respect to the Demerged Undertaking and all taxes paid thereon (including but not limited to advance tax, tax deducted at source, securities transaction tax, taxes withheld/paid in a foreign country, etc.) or losses arising or incurred by the Demerged Company with respect to the Demerged Undertaking shall, for all purposes, be treated as and deemed to be the profits or income, taxes or losses, of the Resulting Company.
- 19.4 All loans raised and all liabilities and obligations incurred by the Demerged Company with respect to the Demerged Undertaking after the Appointed Date and prior to the Effective Date, shall, subject to the terms of this Scheme, be deemed to have been raised, used or incurred for and on behalf of the Resulting Company and to the extent they are outstanding on the Effective Date, shall also, without any further act or deed be and be deemed to become the debts, liabilities, duties and obligations of the Resulting Company.
- 19.5 The Demerged Company shall not vary the terms and conditions of any agreements or contracts in relation to the Demerged Undertaking except in the ordinary course of business or without the prior consent the Resulting Company or pursuant to any pre-existing obligation undertaken by them, as the case may be.
- 19.6 The Demerged Company and the Resulting Company shall be entitled, pending sanction of the Scheme, to apply to the Central/State Government and all other agencies, departments and authorities concerned as are necessary under any law or rules for such consents, approvals and sanctions, which may be required pursuant to this Scheme.

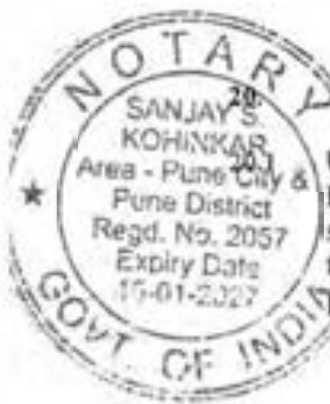
**PART - IV**

**Authorised Share Capital**

Upon the Scheme being effective, and immediately prior to issuance of Resulting Company Equity Shares under Clause 16 above, the Authorised Capital of the Resulting Company shall stand increased and the existing capital clause contained in the Memorandum of Association of the Resulting Company shall, upon coming into effect of this Scheme, be altered and substituted pursuant to Sections 13 and 61 of the Act and other applicable provisions of the Act as follows:

*A. N. Dabpadi*  
Amil  
Company Secretary

For STL Networks Limited  
*A. N. Dabpadi*



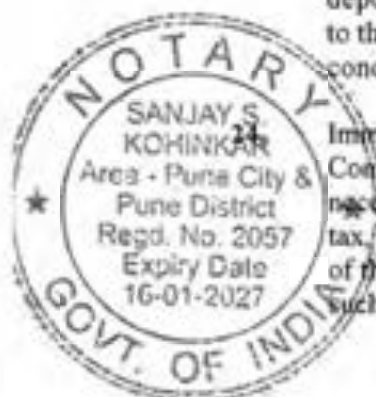
*"The Authorised Share Capital of the Company is Rs. 150,00,00,000 (Rupees one hundred and fifty crores) divided into 75,00,00,000 (Rupees seventy five crores) Equity Shares of Rs. 2 (Rupees two) each with a power to increase and reduce the capital of the Company or to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or condition as may be determined by or in accordance with the Articles of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of the Company and the legislative provisions for the time being in force."*

- 20.2 It is clarified that the approval of the members of the Resulting Company to the Scheme shall be deemed to be their consent/ approval also to the alteration of the memorandum and articles of association of the Resulting Company as required under Sections 13, 14, 61 and 64 of the Act and other applicable provisions of the Act and the Companies Act 1956.
21. **Cancellation**
22. Simultaneously with the increase in authorized capital of the Resulting Company in accordance with Clause 20 of this Scheme, all equity shares of the Resulting Company held by the Demerged Company (directly and/ or through nominees) shall stand cancelled without any further application, act or deed. It is clarified that no new shares shall be issued or payment made in cash or in kind whatsoever by the Resulting Company to the Demerged Company in lieu of such shares of the Resulting Company. For avoidance of doubt, it is clarified that the reduction in the share capital of the Resulting Company, pursuant to such cancellation shall be effected as an integral part of this Scheme and Section 66 of the Act shall not apply to the Resulting Company to effectuate such reduction of capital.

#### PART -V GENERAL PROVISIONS

##### 23. Modification of Scheme

- 23.1 The shareholders of the Demerged Company and Resulting Company empower their respective board of directors or any committee thereof or any director authorized in that behalf (hereinafter referred to as the "Delegate") to make, from time to time, any modifications or amendments or additions to this Scheme which the Tribunal(s) or any authorities under law may deem fit to approve of or impose and which the Demerged Company and Resulting Company may in their discretion accept such modifications or amendments or additions as the Demerged Company and Resulting Company or as the case may be, their respective Delegate may deem fit, or required for the purpose of resolving any doubts or difficulties that may arise for carrying out this Scheme, and the Demerged Company and Resulting Company by their respective boards of directors or Delegate are hereby authorized to do, perform and execute all acts, deeds, matters and things necessary for bringing this Scheme into effect, or review the position relating to the satisfaction of the conditions of this Scheme and if necessary, waive any of such conditions (to the extent permissible under law) for bringing this Scheme into effect. In the event that any conditions may be imposed by the Tribunal or any authorities, which the Demerged Company or any of the Resulting Company find unacceptable for any reason, then Demerged Company and the Resulting Company shall be at liberty to withdraw the Scheme. The aforesaid powers of the Demerged Company and the Resulting Company may be exercised by the Delegate of the respective Companies.
- 23.2 For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the Delegates (acting jointly) of the Demerged Company and the Resulting Companies may give such directions as they may consider necessary to settle any question or difficulty arising under this Scheme or in regard to and of the meaning or interpretation of this Scheme or implementation thereof or in any matter whatsoever connected therewith (including any question or difficulty arising in connection with any deceased or insolvent shareholders, depositors or debenture holders of the respective Companies), or to review the position relating to the satisfaction of various conditions of this Scheme and if necessary, to waive any of those conditions (to the extent permissible under law).



Immediately upon the Scheme being effective, the Demerged Company and the Resulting Company shall enter into necessary arrangements, shared services agreements, as may be necessary, inter alia in relation to use by the Resulting Company of office space, employee/ staff, tax, audit, finance, secretarial, human resource service, legal, administrative and other services, etc. of the Demerged Company, and so as to give full effect to the provisions of this Scheme, each, on such terms and conditions that may be agreed between the Demerged Company and Resulting Company.

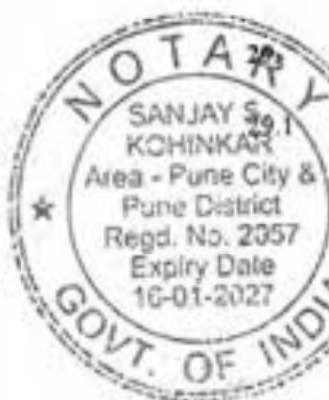
*A. V. Dabunde*  
 Anil Deshpande  
 Company Secretary

*A. V. Dabunde*  
 Authorised Signatory

- Company and on payment of consideration on an arm's length basis and which are in the ordinary course of business.
25. The Board of the Demerged Company and the Board of the Resulting Company may assent to any modifications or amendment to the Scheme or agree to any terms and/or conditions which the Appropriate Authorities under law may deem fit to direct or impose or which may otherwise be considered necessary or desirable for setting any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for putting the Scheme into effect.
26. The Resulting Company and the Demerged Company, with the approval of their respective Board, shall be entitled to issue bonus shares, rights issue, reclassify, consolidate, sub-divide and/or split their shares subject to requirements pursuant to commitments, obligations or arrangements existing prior to the Scheme coming into effect.
- 26.1 The Demerged Company and the Resulting Company acting through their respective Boards shall each be at liberty to withdraw from this Scheme in case any condition or alteration imposed by any Appropriate Authority/person is unacceptable to any of them.
27. **Application to NCLT Mumbai**
- 27.1 Demerged Company shall dispatch, make and file all necessary applications and petitions to Tribunal for sanctioning this Scheme under Sections 230 to 232 and other applicable provisions of the Act, for sanction of the Scheme under the provisions of Applicable Law and obtain such other approvals, as required by law.
- 27.2 Demerged Company shall be entitled, pending the effectiveness of the Scheme, to apply to any Appropriate Authority, if required, under any Applicable Law for such consents and approvals, which the Demerged Company may require to effect the transactions contemplated under the Scheme to carry out the Scheme.
28. **Conditionality of the Scheme**
- 28.1 This Scheme is and shall be conditional upon and subject to:
- the Scheme being approved by the respective requisite majorities of the various classes of shareholders and/ or creditors, including but not limited to the NCD holders, of the Demerged Company through e-voting (as applicable), after disclosure of all material facts in the explanatory statement sent to them in relation to such resolution, as required under the Act or as may be directed by the Tribunal;
  - the Scheme being sanctioned by the Tribunal in terms of Sections 230 to Section 232 and other relevant provisions of the Act;
  - the certified copies of the sanction order(s) of the Tribunal approving this Scheme being filed with the jurisdictional Registrar of Companies; and
  - such other approvals and sanctions including sanction of any Appropriate Authority as may be required by law or contract in respect of the Scheme;
- 28.2 Each part in Section of the Scheme shall be given effect to as per the chronology in which it has been provided for in the Scheme. However, failure of any one part of one Section for lack of necessary approval from the shareholders / creditors / statutory regulatory authorities shall not result in the whole Scheme failing. It shall be open to the concerned Board to consent to severing such part(s) of the Scheme and implement the rest of the Scheme as approved by the Tribunal with such modification.

#### Resolutions

Upon the coming into effect of the Scheme, the resolutions, if any, of the Demerged Company relating to any powers to borrow, make investments, give loans, give guarantees, etc. approved under the provisions of the Act or any other applicable statutory provisions, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Resulting Company and the amounts under such resolutions shall be added to the accounts of the Resulting Company.



*An. D. D. D. D.*  
Ank. D. D. D. D.  
Company Secretary

*An. D. D. D. D.*  
An. D. D. D. D.  
Authorised Signatory

the amounts under like resolutions passed by the Resulting Company or shall become the amounts available to the Resulting Company as if the resolutions were passed by the Resulting Company.

- 29.2 It is clarified that the consent of the members of the Demerged Company to the Scheme shall be deemed to be sufficient for the purposes of effecting the transactions contemplated under the Scheme, and no further resolution under any other applicable provisions of the Act, including Section 188 of the Act, would be required to be separately passed.

**30. Removal of Difficulties**

- 30.1 Demerged Company and Resulting Company through mutual consent and acting through their respective Boards, jointly and as mutually agreed in writing may:
- (a) give such directions (acting jointly) and agree to take steps, as may be necessary, desirable or proper, to resolve all doubts, difficulties or questions arising under this Scheme, whether by reason of any orders of Tribunal or of any directive or orders of any Appropriate Authority, under or by virtue of this Scheme in relation to the arrangement contemplated in this Scheme and/ or matters concerning or connected therewith or in regard to and of the meaning or interpretation of this Scheme or implementation thereof or in any manner whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of this Scheme and if necessary, to waive any of those to the extent permissible under Applicable Law; and
  - (b) do all such acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect.
- 30.2 In case of any question that may arise as to whether a specific asset or liability or employee pertains or does not pertain to the Demerged Undertaking or whether it arises out of the activities or operations of the Demerged Undertaking, the same shall be decided by a mutual agreement between the Board (or any committee constituted by the Board to deal with the matters in relation to the Scheme) of the Demerged Company and Resulting Company.

**31. Residual Provisions**

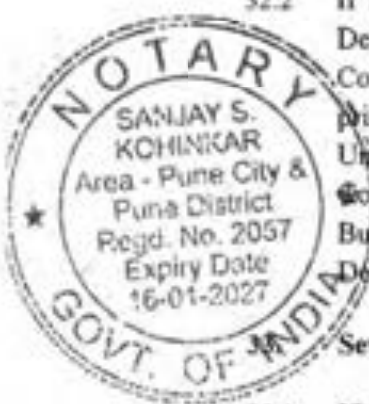
- 31.1 Upon this Scheme becoming effective, the accounts of the Demerged Company and Resulting Company, as on the Appointed Date shall be reconstructed in accordance with the terms of this Scheme.

**32. Wrong Pocket Assets**

- 32.1 If any part of Demerged Undertaking is not transferred to the Resulting Company on the Effective Date pursuant to the Scheme, Demerged Company shall take such actions as may be reasonably required to ensure that such part of the Demerged Undertaking is transferred to Resulting Company promptly and for no further consideration. Demerged Company shall bear all costs and expenses as may be incurred, for giving effect to this Clause.
- 32.2 If Demerged Company realizes any amounts after the Effective Date that form part of the Demerged Undertaking it shall immediately make payment of such amounts to Resulting Company. It is clarified that all receivables relating to the Demerged Undertaking, for the period prior to the Effective Date, but received after the Effective Date, relate to the Demerged Undertaking shall be paid to Resulting Company for no additional consideration. If Resulting Company realizes any amounts after the Effective Date that pertains to the ONB and Digital Business of Demerged Company, Resulting Company shall immediately pay such amounts to Demerged Company.

**33. Severability**

- 33.1 If any part of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the mutual agreement of the Companies in writing, affect the validity or implementation of the other parts and/or provisions of this Scheme.



*A.V. Dabunde*  
 Company Secretary

For STI Networks Limited  
*A.V. Dabunde*

33.2 Subject to Clause 33.1 above, if any part of this Scheme is found to be unworkable or unenforceable for any reason whatsoever, the same shall not, subject to the decision of the Boards of the Demerged Company, affect the validity or implementation of the other parts and/ or provisions of this Scheme.

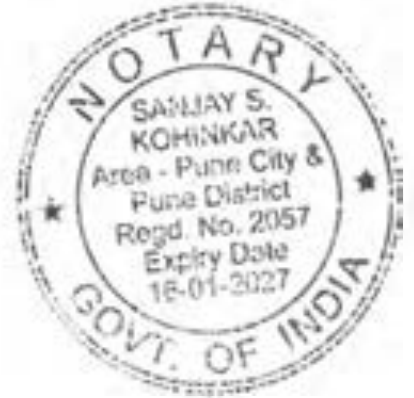
**34. Costs, Charges & Expenses**

34.1 Subject to the provisions of this Scheme, Demerged Company shall bear all costs, charges, expenses, stamp duty, registration charges and other transfer charges in relation to or in connection with or incidental to the Scheme.

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For Sterile Technologies Limited  
A.V. Deshpande  
 Amit Deshpande  
 Company Secretary

For STL Networks Limited  
A.V. Deshpande  
 Authorised Signatory



## SCHEDULE I

## Disclosures as per SEBI Scheme Debt Circular in relation to the Non-Convertible Debentures of the Demerged Company

- A. Secured, listed, non-cumulative, redeemable non-convertible debentures issued and allotted on private placement basis with Life Insurance Corporation of India

S. No.	Heads	Description
1.	ISIN Code	INE089CO7109
2.	Total Holding	2900
3.	Face value	Rs 10,00,000
4.	Dividend / Coupon	8.25% p.a. payable from March 24, 2022 to March 25, 2031
5.	Credit Rating	CRISIL AA/ Stable
6.	Tenure / Maturity	10 years from March 25, 2021 to March 25, 2031
7.	Type of Security	Secured debentures
8.	Security	Hypothecation of certain movable fixed assets of the Demerged Company, which are not forming part of the Demerged Undertaking.
9.	Redemption	As per the terms of the Debenture Trust Deed dated 18 March, 2021 ("DTD 1"): (i) Demerged Company shall pay to the debenture holders, the Debt <sup>1</sup> on the relevant Redemption Date <sup>2</sup> . The redemption will be such that the Debenture Holders shall have received the Redemption Amount <sup>3</sup> . (ii) Redemption of all or any of the debentures by the Demerged Company will be in accordance with the terms of DTD 1.
10.	Safeguards for the protection of holders of NCDs	As per the report adopted by the board of directors of Demerged Company held on May 17, 2023: The Non-Convertible Debentures ("NCDs") of Demerged Company are not being transferred to the Resulting Company. The NCD holder shall continue to hold the same number of NCDs in the Demerged Company on the same terms and conditions (including the coupon rate, tenure, redemption price, quantum, and nature of security, ISIN) as before implementation of



**Debt** means the aggregate of the Nominal Value, the Coupon, the Default Interest, costs, charges, expenses and all present and future moneys, debts and liabilities due, owing or incurred from time to time to any Finance Party under or in connection with the Debentures, this Deed or any other Transaction Document (in each case, whether alone or jointly, or jointly and severally, with any other person, whether actually or contingently, and whether as principal, surety or otherwise) (*capitalised terms defined under DTD 1*).

- <sup>2</sup> **Redemption Date** means all or anyone of the following: (a) 25% i.e., Rs 2,50,000 per debenture at the end of 7<sup>th</sup> year from the Deemed Date of Allotment (*term defined under DTD 1*), i.e., on March 24, 2028; (b) 25% i.e., Rs 2,50,000 per debenture at the end of 8<sup>th</sup> year from the Deemed Date of Allotment i.e., on March 24, 2029; (c) 25% i.e., Rs 2,50,000 per debenture at the end of 9<sup>th</sup> year from the Deemed Date of Allotment i.e., on March 24, 2030; (d) 25% i.e., Rs 2,50,000 per debenture at the end of 10<sup>th</sup> year from the Deemed Date of Allotment i.e., on March 24, 2031.

- <sup>3</sup> **Redemption Amount** means, in respect of a debenture, the sum of the Nominal Value, the accrued Coupon, Default Interest (if any), and any other Outstanding Amounts, payable on each Redemption Date (*capitalised terms defined under DTD 1*). means all or anyone of the following: (a) 25% i.e., Rs 2,50,000 per debenture at the end of 7<sup>th</sup> year from the Deemed Date of Allotment (*term defined under DTD 1*) i.e., on March 24, 2028; (b) 25% i.e., Rs 2,50,000 per debenture at the end of 8<sup>th</sup> year from the Deemed Date of Allotment i.e., on March 24, 2029; (c) 25% i.e., Rs 2,50,000 per debenture at the end of 9<sup>th</sup> year from the Deemed Date of Allotment i.e., on March 24, 2030; (d) 25% i.e., Rs 2,50,000 per debenture at the end of 10<sup>th</sup> year from the Deemed Date of Allotment i.e., on March 24, 2031.

*AN. Dufadi*  
Company Secretary

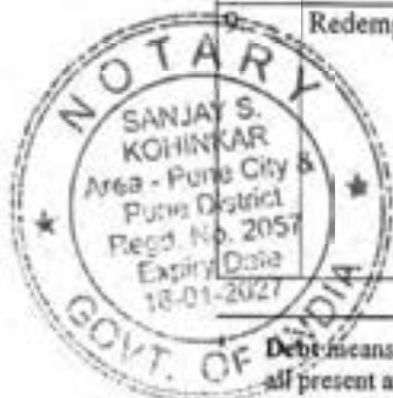
*AN. Dufadi*  
Authorized Signatory



S. No.	Heads	Description
		Demerger. Further there is no impact on the security cover of these NCDs. Therefore, the Scheme will not have any adverse impact on the holders of the NCDs and thus, adequately safeguards interests of the holders of the NCDs.
11.	Exit offer to the dissenting holders of NCDs	As per the report adopted by the board of directors of Demerged Company held on May 17, 2023: Since the Scheme is between the holding company and its wholly owned subsidiary, the holders of NCDs of the Demerged Company shall continue to hold the NCDs on the same terms and conditions, no exit offer is required.
12.	Other embedded features	Put option
13.	Other terms of instruments	As per terms of DTD 1.
14.	Latest audited financials along with notes to accounts and any audit qualifications.	<a href="https://stl.tech/investor/">https://stl.tech/investor/</a>
15.	An auditors' certificate certifying the payment/ repayment capability of the resultant entity.	<a href="https://stl.tech/investor/">https://stl.tech/investor/</a>
16.	Fairness report	<a href="https://stl.tech/investor/">https://stl.tech/investor/</a>
17.	Any other information/details pertinent for holders of NCDs	NA

**B. Secured, listed, redeemable non-convertible debentures issued and allotted on private placement basis with Axis Bank Limited ("Axis")**

S. No.	Heads	Description
1.	ISIN Code	INE089C07117
2.	Total Holding	1500
3.	Face value	Rs 10,00,000
4.	Dividend / Coupon	7.30% p.a. payable annually from March 31, 2022 to March 29, 2024
5.	Credit Rating	CRISIL AA
6.	Tenure / Maturity	2 years from March 31, 2022 to March 29, 2024
7.	Type of Security	Secured debentures
8.	Security	Mortgage over land and building situated at Shendra Five Star M.I.D.C. at Shendraban, Aurangabad, Maharashtra (which do not form part of the Demerged Undertaking).
	Redemption	As per the terms of the Debenture Trust Deed dated 28 June, 2021 ("DTD 2"): <ul style="list-style-type: none"> <li>(i) Demerged Company shall pay to the debenture holders, the Debt<sup>4</sup> on the relevant Redemption Date<sup>5</sup>. The redemption will be such that the Debenture Holders shall have received the Redemption Amount<sup>6</sup>.</li> </ul>



**Debt** means the aggregate of the Nominal Value, the Coupon, the Default Interest, costs, charges, expenses and all present and future moneys, debts and liabilities due, owing or incurred from time to time to any Finance Party under or in connection with the Debentures, this Deed or any other Transaction Document (in each case, whether alone or jointly, or jointly and severally, with any other person, whether actually or contingently, and whether as principal, surety or otherwise) (capitalised terms defined under DTD 2).

<sup>5</sup> **Redemption Date** means March 29, 2024.

<sup>6</sup> **Redemption Amount** means, in respect of a Debenture, the For STL Network Limited decreed Coupon,

*Sanjay S. Kohinkar*  
Notary Public

*A.V. Bujade*  
Authorised Signatory

S. No.	Heads	Description
		(ii) Redemption of all or any of the debentures by the Demerged Company will be in accordance with the terms of DTD 2
10.	Safeguards for the protection of holders of NCDs	As per the report adopted by the board of directors of Demerged Company held on May 17, 2023:  The NCDs of Demerged Company are not being transferred to the Resulting Company. The NCD holder shall continue to hold the same number of NCDs in the Demerged Company on the same terms and conditions (including the coupon rate, tenure, redemption price, quantum, and nature of security, ISIN) as before implementation of Demerger. Further there is no impact on the security cover of these NCDs. Therefore, the Scheme will not have any adverse impact on the holders of the NCDs and thus, adequately safeguards interests of the holders of the NCDs.
11.	Exit offer to the dissenting holders of NCDs	As per the report adopted by the board of directors of Demerged Company held on May 17, 2023:  Since the Scheme is between the holding company and its wholly owned subsidiary, the holders of NCDs of the Demerged Company shall continue to hold the NCDs on the same terms and conditions, no exit offer is required.
12.	Other embedded features	As per terms of DTD 2.
13.	Other terms of instruments	As per terms of DTD 2.
14.	Latest audited financials along with notes to accounts and any audit qualifications.	<a href="https://stl.tech/investor/">https://stl.tech/investor/</a>
15.	An auditors' certificate certifying the payment/ repayment capability of the resultant entity.	<a href="https://stl.tech/investor/">https://stl.tech/investor/</a>
16.	Fairness report	<a href="https://stl.tech/investor/">https://stl.tech/investor/</a>
17.	Any other information/details pertinent for holders of NCDs	As per terms of DTD 2.

**C. Secured, listed, redeemable non-convertible debentures issued and allotted on private placement basis with State Bank of India ("SBI")**

S. No.	Heads	Description
1.	ISIN Code	INE089C07125
2.	Total Holding	10,000
3.	Face value	Rs 10,00,000
4.	Dividend / Coupon	9.10% p.a. payable annually from February 21, 2024 to February 20, 2026
5.	Credit Rating	CRISIL AA/ Negative
6.	Tenure / Maturity	2 years from February 21, 2024 to February 20, 2026
7.	Type of Security	Secured debentures



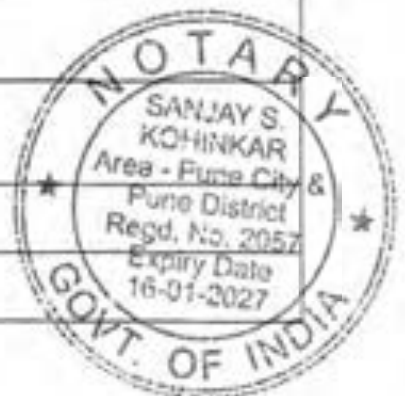
Default Interest (if any), and any other Outstanding Amounts, payable on each Redemption Date, as applicable (capitalised terms defined under DTD 2).

Amal D. Deshpande  
Company Secretary

For STL Networks Limited

Anil D. Deshpande

S. No.	Heads	Description
8.	Security	Hypothecation over moveable assets (including assets forming part of the Demerged Undertaking) and mortgage over the property at Silvassa (which is not part of the Demerged Undertaking).
9.	Redemption	As per the terms of the Debenture Trust Deed dated February 17, 2023 ("DTD 3"): (i) Demerged Company shall pay to the debenture holders, the Debt <sup>7</sup> on the relevant Redemption Date <sup>8</sup> . The redemption will be such that the Debenture Holders shall have received the Redemption Amount <sup>9</sup> .  (ii) Redemption of all or any of the debentures by the Demerged Company will be in accordance with the terms of DTD 3.
10.	Safeguards for the protection of holders of NCDs	As per the report adopted by the board of directors of Demerged Company held on May 17, 2023: The NCDs of Demerged Company are not being transferred to the Resulting Company. The NCD holder shall continue to hold the same number of NCDs in the Demerged Company on the same terms and conditions with respect to the coupon rate, tenure, redemption price, quantum, , ISIN) as before implementation of demerger.  In terms of the Scheme, the security in relation to these NCDs will continue with respect to the assets of the Remaining Undertaking, which are more than adequate to meet the requirements of the liability in relation to the NCDs. Therefore, the Scheme will not have any adverse impact on the holders of the NCDs and thus, adequately safeguards interests of the holders of the NCDs.
11.	Exit offer to the dissenting holders of NCDs	As per the report adopted by the board of directors of Demerged Company held on May 17, 2023: Since the Scheme is between the holding company and its wholly owned subsidiary, the holders of NCDs of the Demerged Company shall continue to hold the NCDs on the same terms and conditions, no exit offer is required.
12.	Other embedded features	Put option
13.	Other terms of instruments	As per terms of DTD 3.
14.	Latest audited financials along with notes to accounts and any audit qualifications.	<a href="https://stl.tech/investor/">https://stl.tech/investor/</a>
15.	An auditors' certificate certifying the payment/ repayment capability of the resultant entity.	<a href="https://stl.tech/investor/">https://stl.tech/investor/</a>
16.	Fairness report	<a href="https://stl.tech/investor/">https://stl.tech/investor/</a>
17.	Any other information/details pertinent for holders of NCDs	As per terms of DTD 3.



<sup>7</sup> Debt means the aggregate of the Nominal Value, the Coupon, the Default Interest, costs, charges, expenses and all present and future moneys, debts and liabilities due, owing or incurred from time to time to any Finance Party under or in connection with the Debentures, this Deed or any other Transaction Document (in each case, whether alone or jointly, or jointly and severally, with any other person, whether actually or contingently, and whether as principal, surety or otherwise) (capitalised terms defined under DTD 3).

<sup>8</sup> Redemption Date means the maturity period of 3 (three) years from the Deemed Date of Allotment (capitalised term defined under DTD 3).

<sup>9</sup> Redemption Amount means, in respect of a Debenture, the sum of the Nominal Value, the accrued Coupon, Default Interest (if any), and any other Outstanding Amounts, payable on each Redemption Date, as applicable (capitalised terms defined under DTD 3).

*(Signature)*  
Company Secretary

For STL Networks Limited

*(Signature)*

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**Schedule II**

List of immovable properties of the Demerged Company pertaining to the Demerged Undertaking as on May 16, 2023 includes the following:

Sr. No	Class of asset	Description	Location / address	Nature (freehold/leasehold)	City
1	Building	Rented Office Location for Rjio, Airtel, Tanfinet and NTT	3rd Floor, MS Centre, 459,1, Anna Salai Seethammal Extension, Teynampet, Chennai - 600018	Leasehold	Chennai
2	Building	Rented Office Location for MP RJIO	Unit No. 208-B & 209 IInd Floor C-21 Corporate Zone Capital Mall Hoshangabad Road Misrod Bhopal Pin - 462026	Leasehold	Bhopal
3	Building	Rented Office Location for FTTH RAJ	1st Floor, Birla Sons Tower, DCM Ajmer Road, Jaipur - 302021	Leasehold	Jaipur
4	Building	Rented Office Location for AIRTEL UP	10th Floor, Regus, Levana Cyber Heights, Vibhuti Khand, Gomti Nagar, Lucknow-226010, UP	Leasehold	Lucknow
5	Building	Rented Office Location for Mahanet, Airtel & RJIO MH	Sterlite Technologies Limited Rane Building Plot No V 8 Second Floor opp Bal Jagat main gate Laxminagar Nagpur Maharashtra 4422 Nagpur Maharashtra India	Leasehold	Nagpur
6	Building	Rented Office Location for Airtel - NESA & Rjio NESA	Office Tribe Coworking Spaces, Shreeji Tower 1st Floor, Christian Basti, Guwahati- 781005, Assam	Leasehold	Guwahati
7	Building	Rented Office Location for Airtel- KK	No.703, 3rd Floor, 22nd main, 22nd cross, HSR layout, Bangalore- 560102, Karnataka	Leasehold	Bangalore
8	Building	Rented Office Location for Rjio- Odisha	Sterlite Technologies Limited, DCB 421 & DCB 420, DLF Cybercity, IDCO Infopark, Chandaka Industrial Estate, Patia, Bhubaneswar, Odisha - 751024	Leasehold	Bhubaneswar
9	Building	Rented Office Location for NFS	86/1 budhal house trikutta Nagar, jammu, 180010	Leasehold	Jammu
10	Building	Rented Office Location for NFS	Lake city plaza karan Nagar, srinagar-190010	Leasehold	Kashmir
11	Building	Rented Office Location for T-Fiber	Shangrila Plaza, Unit 501, 508, 509, 510, Road no. 2, Banjara Hills, Hyderabad - 500034	Leasehold	Hyderabad
12	Building	Rented Office Location for T-Fiber	Clock Tower, Central Business center, 2nd floor, Nalgonda - 508001	Leasehold	Nalgonda
13	Building	Rented Office Location for T-Fiber	Hno.4-21/5, Main Road, Wardhannapet, Warangal - 506313	Leasehold	Warangal
14	Building	Rented Office Location for T-Fiber	Behind Tirumala filling station, Dasnapur, Teachers colony, Adilabad - 504001	Leasehold	Adilabad
15	Building	Rented Office Location for T-Fiber	Above Oya bakers, Ganeshnagar, Near kaman, Karimnagar - 505001	Leasehold	Karimnagar
16	Building	Rented Office Location for T-Fiber	Hno. 7-2-99, Bagulawada - 504105	Leasehold	Nirmal
17	Building	Rented Office Location for Corporate Office	Capital Cyberscape, 15th & 16th Floor, Sector 59, Gurugram, Haryana - 122102	Leasehold	Gurgaon



*ANDHAPADE*  
Company Secretary

For STL Networks Limited  
*ANDHAPADE*  
Authorised Signatory

18	Building	Rented Office Location for Varun	4th Floor, D-NO- 10-28-1 Lifestyle Building, V Mall, Waitair Uplands Visakhapatnam- 530003	Leasehold	Vizag
19	Building	Rented Office Location for Varun	232, opp to Airport gate, Lamba Line, Mahatma Gandhi Road, South Andaman, Andaman and Nicobar Island - 744103	Leasehold	Portblair

For Sterlite Technologies Limited  
*A V Deshpande*  
 Amrit Deshpande  
 Company Secretary

For STL Networks Limited  
*A V Deshpande*  
 Authorised Signatory



## Schedule III

List of DSIR Approved R&amp;D Units of the Demerged Company pertaining to the Demerged Undertaking:

Sr. No.	Description	Approval / Reference Number	Location/ Address
1.	R&D Centre (approved by the Department of Scientific & Industrial Research)	TU/IV-RD/2667/2021	Sterlite Tech Smart Network Center, IFFCO Tower, 2nd Floor, Plot No. 3, Sector-29, Gurgaon (Haryana)

AVDulpade

For STL Networks Limited  
AVDulpade  
 Authorised Signatory



- 000703

SSPA & CO.



Chartered Accountants  
1st Floor, "Arjun", Plot No.6A,  
V. P. Road, Andheri (W),  
Mumbai - 400 058. INDIA.  
Tel. : 91 (22) 2670 4376 / 77  
91 (22) 2670 3682  
Website : www.sspa.in

Annexure (I)

**STRICTLY PRIVATE & CONFIDENTIAL**

May 16, 2023

To,  
The Board of Directors,  
Sterlite Technologies Limited  
4th Floor, Godrej Millennium,  
Koregaon Road 9, STS 12/1,  
Pune - 411 001,  
Maharashtra, India.

To,  
The Board of Directors,  
STL Networks Limited  
4th Floor, Godrej Millennium,  
Koregaon Road 9, STS 12/1,  
Pune - 411 001,  
Maharashtra, India.

Dear Sir(s)/ Madam(s),

**Re: Report on recommendation of fair share entitlement ratio for the proposed demerger of 'Global Services Business' of Sterlite Technologies Limited into STL Networks Limited**

We refer to the engagement letter dated May 05, 2023, whereby, SSPA & Co., Chartered Accountants (hereinafter referred to as 'SSPA' or 'Valuer' or 'We') has been appointed by the management of Sterlite Technologies Limited ('STL' or 'Demerged Company') to issue a report recommending a fair share entitlement ratio for the proposed demerger of 'Global Services Business' of STL (hereinafter referred to as 'GSB' or the 'Demerged Undertaking') into STL Networks Limited (hereinafter referred to as 'Resulting Company').

(STL and Resulting Company are hereinafter collectively referred to as the 'Companies').

**1. SCOPE AND PURPOSE OF THIS REPORT**

We have been informed by the management of STL (hereinafter referred to as 'the Management') that they are considering a proposal for demerger of GSB of STL into Resulting Company pursuant to a scheme of arrangement under section 230 to 232 and other relevant provisions of the Companies Act, 2013 (hereinafter referred to as the 'Scheme').

Subject to necessary approvals, GSB of STL would be demerged into Resulting Company with effect from the appointed date of April 01, 2023 (hereinafter referred to as



For Sterlite Technologies Limited  
A. V. Deshpande  
Amit Deshpande  
Company Secretary



For Sterlite Technologies Limited  
A. V. Deshpande  
Amit Deshpande  
Company Secretary

**CERTIFIED TRUE COPY**  
For STL Networks Limited  
A. V. Deshpande  
Authorised Signatory

'Appointed Date').

The proposed transaction is hereinafter referred to as the 'Proposed Demerger'.

- 1.2 As a consideration for the Proposed Demerger of GSB of STL into Resulting Company, equity shareholders of STL are proposed to be allotted equity shares of face value of INR 2 each fully paid up of Resulting Company. As part of the Scheme, the existing equity shares of the Resulting Company as held by STL will be cancelled on the demerger coming into effect.
- 1.3 In this regard, we have been requested to issue a report containing recommendation of fair share entitlement ratio for the Proposed Demerger.

## 2. BRIEF BACKGROUND

### 2.1. STERLITE TECHNOLOGIES LIMITED

STL, a global integrator of digital networks, is primarily engaged in designing, manufacturing and marketing of a wide array of optical products and providing information technology, IT-ITES & network services. To elaborate, the portfolio offering of the Demerged Company can be categorized into the following business verticals:

1. Optical Networking - the division of the Demerged Company engaged in manufacture and sale of optical fibre, optical fibre cable, specialty cables and optical interconnect products (hereinafter referred to as "Optical Network Business" or "ONB").
2. 'Global Service Business' or 'GSB' as defined below;
3. Digital & Technology Solutions - the division of the Demerged Company engaged in provision of IT-ITES solutions and services (hereinafter referred to as "Digital Business")

The equity shares of STL are listed on BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE').

The issued, subscribed, and fully paid-up share capital of the Demerged Company as on March 31, 2023, is INR 79.72 crores comprising of 39,85,80,433 equity shares of INR 2 each fully paid up.

### 2.2. 'GLOBAL SERVICES BUSINESS' OF STERLITE TECHNOLOGIES LIMITED

The Global Service Business of the Demerged Company is engaged, both directly and through its subsidiaries, in system integration telecom network solutions and

For Sterlite Technologies Limited

*A. V. Dulpade*  
Authorized  
Company Secretary



For STL Networks Limited  
*A. V. Dulpade*  
Authorized Signatory



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 (referred to as 'Global Services Business' or 'GSB').

### 2.3. STL NETWORKS LIMITED

The Resulting Company is a public limited company incorporated on 26 March 2021 under the provisions of the Companies Act 2013 having its registered office at 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune 411001. The Resulting Company is a wholly owned subsidiary of Sterlite Technologies Limited. The main object of Resulting Company is, inter-alia, to carry out the Global Services Business.

The change of name and objects of the Resulting Company is underway.

We have been informed that with the issue and allotment of equity shares by the Resulting Company to the equity shareholders of the Demerged Company in accordance with the proposed Scheme, all the existing equity shares issued by the Resulting Company to the Demerged Company shall stand cancelled.

### 3. REGISTERED VALUER - SSPA & CO., CHARTERED ACCOUNTANTS

SSPA, is a partnership firm, located at 1st Floor, "Arjun", Plot No. 6A, V. P. Road, Andheri (West), Mumbai - 400 058, India. SSPA is engaged in providing various corporate consultancy services.

We are a firm of practising Chartered Accountants registered with The Institute of Chartered Accountants of India ('ICAI'). We are also registered with the Insolvency and Bankruptcy Board of India ('IBBI'), as a Registered Valuer for asset class - 'Securities or Financial Assets' with Registration No. IBBI/RV-E/06/2020/126.

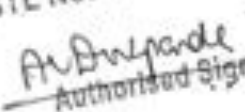
### 4. SOURCES OF INFORMATION

For the purpose of this exercise, we have relied upon the following sources of information received from the Management and information available in the public domain:

- (a) Management certified provisional statement of assets and liabilities of GSB as on March 31, 2023.
- (b) Draft scheme of Arrangement

Page 3 of 8

For Sterlite Technologies Limited  
  
 Anil Deshpande  
 Company Secretary

For STL Networks Limited  
  
 Anil Deshpande  
 Authorized Signatory



(c) Such other information and explanations as we required and which have been provided by the Management, including Management Representations.

**5. SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS, AND DISCLAIMERS**

- 5.1. Our report is subject to the scope and limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made. Further, our report containing recommendation of fair share entitlement ratio for the Proposed Demerger is in accordance with ICAI Valuation Standards 2018 issued by The Institute of Chartered Accountants of India.
- 5.2. This report has been prepared for the Board of Directors of STL and of Resulting Company solely for the purpose of recommending a fair share entitlement ratio for the Proposed Demerger.
- 5.3. The report assumes that the Companies / Demerged Undertaking of STL comply fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the Companies / Demerged Undertaking of STL will be managed in a competent and responsible manner. Further, as specifically stated to the contrary, this report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations.
- 5.4. The draft of the present report was circulated to the management of the Companies (excluding the recommended fair share entitlement ratio) for confirming the facts stated in the report and to confirm that the information or facts stated are not erroneous.
- 5.5. For the purpose of this exercise, we were provided with both written and verbal information including information detailed hereinabove in para 'Sources of Information'. Further, the responsibility for the accuracy and completeness of the information provided to us by the Companies and / or its auditors / consultants, is that of the Management. Also, with respect to explanations and information sought from the Companies, we have been given to understand by the Management that they have not omitted any relevant and material information about the Companies / Demerged Undertaking of STL. The Management have indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our conclusions.

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For Sterlite Technologies Limited  
Anil Deshpande  
Company Secretary

For STL Networks Limited  
Anil Deshpande  
Authorised Signatory



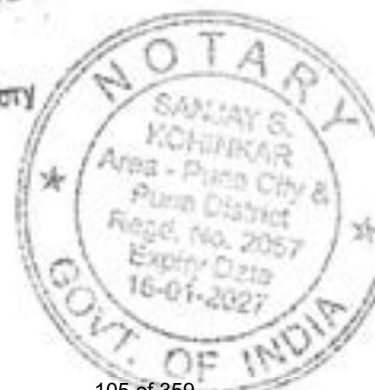
- 5.6. Our work does not constitute an audit, due diligence, or certification of these information referred to in this report including information sourced from public domain. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any information referred to in this report and consequential impact on the present exercise. However, we have evaluated the information provided to us by the Companies through broad inquiry, analysis, and review. However, nothing has come to our attention to indicate that the information provided / obtained was materially misstated / incorrect or would not afford reasonable grounds upon which to base the report.
- 5.7. This report is issued on the understanding that the Management has drawn our attention to all the matters, which they are aware of concerning the financial position of the Companies / Demerged Undertaking of STL and any other matter, which may have an impact on the report including any significant changes that have taken place or are likely to take place in the financial position of the Companies / Demerged Undertaking of STL. Events and transactions occurring after the date of this report may affect the report and assumptions used in preparing it and we do not assume any obligation to update, revise or reaffirm this report.
- 5.8. We are independent of the Companies and have no current or expected interest in the Companies or its assets. The fee paid for our services in no way influenced the results of our analysis.
- 5.9. Our report is not, nor should it be construed as our opining or certifying the compliance with the provisions of any law including companies, competition, taxation, and capital market related laws or as regards any legal implications or issues arising in India or abroad from the Proposed Demerger.
- 5.10. Any person/party intending to provide finance/divest/invest in the shares/convertible instruments/business of the Companies / Demerged Undertaking of STL shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.
- 5.11. The decision to carry out the Proposed Demerger (including consideration thereof) lies entirely with the parties concerned and our work and our finding shall not constitute a recommendation as to whether or not the parties should carry out the Proposed Demerger.
- 5.12. Our Report is meant for the purpose mentioned in Para 1 only and should not be used for



Page 5 of 8

For Sterile Technologies Limited  
*A. D. Deshpande*  
 Company Secretary

For STL Networks Limited  
*A. D. Deshpande*  
 Authorised Signatory



any purpose other than the purpose mentioned therein. It is exclusively for the use of the Companies and may be submitted to National Company Law Tribunal /regulatory/statutory authority for obtaining requisite approvals. The Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared. In no event, regardless of whether consent has been provided, shall SSPA assume any responsibility to any third party to whom the report is disclosed or otherwise made available.

- 5.13. SSPA nor its partners, managers, employees make any representation or warranty, express or implied, as to the accuracy, reasonableness, or completeness of the information, based on which this report is issued. We owe responsibility only to the Companies that has appointed us under the terms of the Engagement Letter. We will not be liable for any losses, claims, damages, or liabilities arising out of the actions taken, omissions, or advice given by any other person. In no event shall we be liable for any loss, damages, cost, or expenses arising in any way from fraudulent acts, misrepresentations, or willful default on part of the client or companies, their directors, employees, or agents.

#### 6. RECOMMENDATION OF SHARE ENTITLEMENT RATIO

- 6.1. As mentioned in Para 1.2 above, in consideration for the Proposed Demerger, Resulting Company would issue equity shares to the equity shareholders of STL.
- 6.2. Accordingly, the management of STL has recommended the following share entitlement ratio in consideration for the Proposed Demerger i.e. demerger of Demerged Undertaking of STL into Resulting Company:

**1 (One) equity share of INR 2 each fully paid up of Resulting Company for every 1 (One) equity share of INR 2 each fully paid up held in STL**

We understand from the Management that for the Proposed Demerger, the share entitlement ratio is decided based on the Management's desired capital structure of the Resulting Company.

We believe that the aforementioned share entitlement ratio is fair considering that all the shareholders of STL are and will, upon Proposed Demerger, be the ultimate beneficial owners of Resulting Company in the same ratio (inter se) as they hold shares in STL.

- 6.3. As mentioned above, post the Proposed Demerger all the shareholders of STL are and will be the ultimate beneficial owners of Resulting Company in the same ratio (inter se) as

For Sterlite Technologies Limited

*A. D. Bhandari*  
 Anil Bhandari  
 Company Secretary



For STL Networks Limited

*A. D. Bhandari*  
 Authorised Signatory

they hold shares in STL. Therefore, no relative valuation of GSB and of Resulting Company is required to be undertaken for the Proposed Demerger. Accordingly, valuation approaches as indicated in the format (as attached herewith as Annexure I to this report) as prescribed by circular number NSE/CML/2017/12 of NSE and LIST/COMP/02/2017-18 of BSE have not been undertaken as they are not relevant in the instant case.

## 7. CONCLUSION

7.1. The share entitlement ratio in consideration for the Proposed Demerger as recommended by the Management of STL is:

**1 (One) equity share of INR 2 each fully paid up of Resulting Company for every 1 (One) equity share of INR 2 each fully paid up held in STL**

Based on our review, information made available to us and discussions with the Management, in our opinion, the aforementioned share entitlement ratio in consideration for the Proposed Demerger of Demerged Undertaking of STL into Resulting Company is reasonable.

We believe that the aforementioned share entitlement ratio is fair considering that all the shareholders of STL are and will, upon proposed demerger, be the ultimate beneficial owners of the Resulting Company in the same ratio [inter se] as they hold shares in STL.

Thanking you,  
Yours faithfully,

For SSPA & CO.  
Chartered Accountants  
ICAI Firm registration number: 128851W  
IBBI Registered Valuer No.: IBBI/RV-E/06/2020/126

Parag S. Ved

Parag Ved  
Partner  
ICAI Membership No. 102432  
Registered Valuer No.: IBBI/RV/06/2018/10092

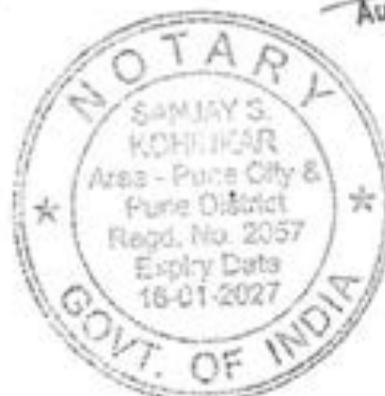
UDIN: 23102432BGUAKR2997  
Place: Mumbai



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For Sterilis Technologies Limited  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
Amit Deshpande  
Authorised Signatory



## Annexure I

## For Demerger of 'GSB' of STL into STL Networks Limited

Valuation Approach	Global Services Business Undertaking of STL		STL Networks Limited	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Asset Approach	NA	NA	NA	NA
Income Approach	NA	NA	NA	NA
Market Approach	NA	NA	NA	NA
Relative value per share	NA		NA	

NA = Not Adopted / Not Applicable



For STL Networks Limited  
A. V. Deshpande  
 Authorised Signatory  
 Company Secretary

For Sterlite Technologies Limited  
A. V. Deshpande  
 Authorised Signatory  
 Company Secretary

For STL Networks Limited  
A. V. Deshpande  
 Authorised Signatory



# STL

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Annexure IV

To,  
The General Manager,  
Department of Corporate Services,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.

To,  
Manager - Listing Compliance  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 051

Dear Sir,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed draft Scheme of Arrangement between Sterlite technologies Limited ("Demerged Company") and STL Networks Limited ("Resulting Company") and their respective shareholders and creditors**

This is with reference to Valuation Report containing the Share Entitlement Ratio dated May 16, 2023 from SSPA & Co Chartered Accountants, Registered Valuer having Registration Number: (IBBI Registration No. IBBI/RV/06/2018/10140) ("Valuation Report") in connection with the proposed Scheme, as applicable, as per Para (A)(4) of Part I of SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021.

In connection with the above, we hereby confirm that:

- No material event impacting the valuation has occurred during the intervening period of filing the scheme documents with Stock Exchange and period under consideration for valuation.
- There is no past default of any listed debt obligations of the Company forming part of the scheme.
- Sterlite Technologies Limited or any of its promoters or directors are not willful defaulters.

**For Sterlite Technologies Limited**

*A.V. Deshpande*

Name: Amit Deshpande  
Company Secretary (ACS 17551)  
Place: Pune  
Date: 18 May 2023



For Sterlite Technologies Limited

*A.V. Deshpande*  
Company Secretary

For STL Networks Limited

*A.V. Deshpande*  
Authorized Signatory

**Sterlite Technologies Limited**

Registered office: 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra- 411 001, India.  
CIN - L31300PN2000PLC202408



Annexure - 3

-000712

**RBSA Capital Advisors LLP**  
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**REPORT ON FAIRNESS OPINION ON  
EQUITY SHARE ENTITLEMENT RATIO  
FOR DEMERGER OF  
THE GLOBAL SERVICES BUSINESS  
OF STERLITE TECHNOLOGIES LIMITED  
TO  
STL NETWORKS LIMITED ("RESULTING COMPANY")**

For Sterlite Technologies Limited  
A. Deshpande  
Amit Deshpande  
Company Secretary

CERTIFIED TRUE COPY



For Sterlite Technologies Limited  
A. Deshpande  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
A. Deshpande  
Authorised Signatory





-000713

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Private and Confidential

Report Ref No: RCA2324AMDREPOS002

May 16, 2023

The Board of Directors  
Sterlite Technologies Limited  
4th Floor, Godrej Millennium,  
Koregaon Road 9, STS 12/1,  
Pune - 411001,  
Maharashtra, India

The Board of Directors  
STL Networks Limited  
4th Floor, Godrej Millennium,  
Koregaon Road 9, STS 12/1,  
Pune - 411001,  
Maharashtra, India

**Subject: Fairness Opinion on Equity Share Entitlement Ratio for the Proposed Demerger of Global Services Business of Sterlite Technologies Limited to STL Networks Limited**

Dear Sirs,

We refer to our engagement letter dated May 2, 2023, wherein Sterlite Technologies Limited ("STL" / "Company" / "Client" / "Demerged Company") has requested RBSA Capital Advisors LLP ("RBSA"), a Category I Merchant Banker registered with the Securities and Exchange Board of India, to provide fairness opinion on the Equity Share Entitlement Ratio recommended by the SSPA & Co, ("SSPA" or "Valuer"), a Registered Valuer Entity registered with the Insolvency and Bankruptcy Board of India (IBBI Registration No: IBBI/RV-E/06/2020/126), as per their report dated May 16, 2023 relating to the proposed demerger of the Global Services Business ("GSB" or "Demerged Undertaking") of Sterlite Technologies Limited, on a 'going concern basis', into STL Networks Limited ("SNL" or "Resulting Company"), pursuant to a scheme of arrangement under section 230-232 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013, read with Section 2(19AA) and other applicable provisions of the Income Tax Act, 1961 (the "Scheme").

STL and the Resulting Company are together hereinafter referred to as the "Specified Companies"

The equity share entitlement ratio for the purpose of this Report refers to the number of fully paid-up equity shares of face value INR 2/- each to be issued by the Resulting Company to the equity shareholders of STL as a consideration for the proposed demerger of the Demerged Undertaking on a 'going concern basis' into the Resulting Company (the "Share Entitlement Ratio")

This Report is subject to the scope, assumptions, exclusions, limitations, and disclaimers detailed hereinafter. As such, the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.



Page 1 of 7

Head Office: 911, Venus Atlanta Corporate Park, Anandnagar Main Road, Prabhadevi, Mumbai - 400015 Tel: +91 79 4050 6000  
Corporate Office: 1321, Solitaire Corp. Park, Chakala, Andheri Kurla Road, Andheri (E), Mumbai - 400 203 Tel: +91 22 6130 6000

For Sterlite Technologies Limited  
*Amit Deshpande*  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
*Amit Deshpande*  
Amit Deshpande  
Authorised Signatory



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### CONTEXT AND PURPOSE OF THIS REPORT

We understand that the Board of Directors of STL propose to demerge the Demerged Undertaking of STL into the Resulting Company on a 'going concern basis' with effect from April 1, 2023, pursuant to the Scheme ("Proposed Transaction").

As consideration for the transfer of Demerged Undertaking, equity shares of the Resulting Company shall be issued to the equity shareholders of STL. Upon Scheme becoming effective and upon allotment of equity shares by the Resulting Company, the equity shares held by STL in the Resulting Company shall be cancelled, extinguished, and annulled.

In this context, the Board of Directors of STL have requested RBSA to provide an opinion on the fairness of the Share Entitlement Ratio recommended by the Valuer in connection with the Proposed Transaction. The scope of our services is to provide fairness opinion on the share entitlement ratio for the Proposed Transaction in accordance with the standards prescribed by the Institute of Chartered Accountants of India.

### SOURCES OF INFORMATION

In connection with the preparation of this Report, we have relied on the following information received from the management of STL (the "Management"),

- i. Shareholding pattern of STL as of March 31, 2023;
- ii. Discussions with the Management to augment our knowledge on the operations of the Companies / Demerged Undertaking;
- iii. Management certified Balance sheet of GSB as on March 31, 2023;
- iv. Draft Scheme of Arrangement;
- v. Valuer's Report dated May 16, 2023 for recommending Share Entitlement Ratio for the Proposed Transaction;
- vi. Such other information, explanations and representations that were required and provided by the Management;
- vii. Such other analysis, inquiries, and reviews as we considered necessary.

### BACKGROUND

STL is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. STL is primarily engaged in the business of Connectivity and Network solutions. STL is a global integrator of digital networks is primarily engaged in designing, manufacturing and marketing of a wide array of optical products and providing information technology, IT-ITES & network services. The portfolio offering of the STL can be categorized into the following business verticals:

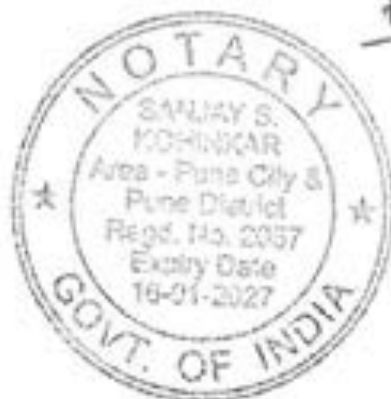
- manufacture and sale of optical fibre ("OF"), optical fibre cable ("OFC"), Specialty cables and optical interconnect products to the telecom sector (collectively referred as "Optical Network Business" or "ONB")
- Global Service Business as defined below;
- IT-ITES solutions and services ("Digital Business")



Page 2 of 2

For STL Networks Limited  
*Amit Dashpande*  
Amit Dashpande  
Company Secretary

For STL Networks Limited  
*Amit Dashpande*  
Authorised Signatory





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The issued, subscribed, and paid-up equity share capital of STL as on March 31, 2023 is INR 797.16 million consisting of 39,85,80,433 equity shares of INR 2 each fully paid-up. Equity shares of STL are listed on the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE").

The shareholding pattern of STL as of March 31, 2023, is as under,

No.	Shareholder category	No. of equity shares #	Percentage
1.	Promoter and Group	21,54,43,766	54.05%
2.	Public shareholders	18,31,36,667	45.95%
	<b>Total</b>	<b>39,85,80,433</b>	<b>100.00%</b>

# Face value INR 2 each

Source: Information provided by the Management

GSS Undertaking is primarily engaged in offering system integration telecom network solutions directly and through its subsidiaries and joint ventures and includes laying and developing private network infrastructure on turn-key project contract basis for Government organizations, armed forces and private clients with the offerings being:

- i. Network Design & rollout and
- ii. End to End network modernization entailing Technology and OEM agnostic approach for building data communication network.

GSS offerings and areas includes fiber deployment services, managed services, system integrations services, FTTH deployment services in UK, operations and maintenance of fiber and other MPLS based networks.

The Resulting Company is a public limited company incorporated on March 26, 2021, under the provisions of the Companies Act, 2013, as a wholly owned subsidiary of STL. The main object of the Resulting Company is inter-alia, to carry out the Global Services Business. The issued, subscribed, and paid-up equity share capital of the Resulting Company as on March 31, 2023 is INR 0.5 million consisting of 50,000 equity shares of INR 10 each fully paid up.

**EXCLUSIONS AND LIMITATIONS:**

- This Fairness Opinion, its contents and the results herein are specific to (i) the purpose of fairness opinion agreed as per the terms of our engagement; (ii) date of this Report ("Fairness Opinion Date"); (iii) the Valuers' Reports for recommendation of Share Entitlement Ratio, and (iv) are based on the financial statements of Specified Companies as of March 31, 2023. We have been informed that no material changes have occurred in the respective operations and financial position of the Specified Companies between March 31, 2023 and the Fairness Opinion date.
- Provision of fairness opinions and consideration of the issues described herein are areas of our regular practice. These services do not represent accounting, assurance, accounting and tax due diligence, consulting or tax related services that may otherwise be provided by us or our affiliates.
- The scope of our services is to provide fairness opinion on the Share Entitlement Ratio for the Proposed Transaction. Valuation Standards ("CAI VS") issued by the Institute of Chartered Accountants of India has been adopted for determining the fairness opinion.

For STL Technologies Limited

Arvind Dufpande  
Company Secretary

For STL Networks Limited  
Arvind Dufpande  
Authorised Signatory



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- This Report, its contents and the results herein are (i) specific to the purpose of valuation agreed as per the terms of our engagement; (ii) the date of the Report and other information provided by the Management.
- A fairness opinion of this nature is necessarily based on the information made available to us as of the date hereof, the prevailing market conditions, financial, economic, and other conditions in general and industry trends in particular, as of the Valuation Date. Events occurring after the date hereof may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.
- The opinion rendered in this Report only represents our opinion based upon information till date, furnished by the Management (or its representatives) and other sources and the said opinion shall be considered to be in the nature of non-binding advice. Our opinion will however not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors.
- Determination of Share Entitlement Ratio is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. There is, therefore, no single undisputed Share Entitlement Ratio. While we have provided our fairness opinion of the Share Entitlement Ratio based on the information available to us and within the scope of our engagement, others may have a different opinion. The final responsibility for the determination of the Share Entitlement Ratio at which the Proposed Transaction shall take place will be with the Board of Directors of STL who should take into account other factors such as their own assessment of the Proposed Transaction and inputs from other advisors.
- In the course of the exercise, we were provided with both written and verbal information. In accordance with the terms of our engagement, we have assumed and relied upon, without independent verification the accuracy and completeness of information made available to us by STL. We have not carried out a due diligence or audit of the information provided for this engagement, nor have we independently investigated or otherwise verified the data provided. We do not express any form of assurance that the financial information or other information as prepared and provided by STL is accurate and no responsibility is assumed for matters of a legal nature.
- This Report does not look into the business/ commercial reasons behind the Proposed Transaction nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the Proposed Transaction as compared with any other alternative business transaction or other alternatives or whether such alternatives could be achieved or are available.



Page 4 of 7

For Starline Technologies Limited  
*A. V. D. B. D. S.*  
Amil Deshpande  
Company Secretary

For STL Networks Limited  
*A. V. D. B. D. S.*  
Authorised Signatory



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- We owe responsibility to only the Boards of Directors of STL and the Resulting Company who have appointed us under the terms of our engagement letter and nobody else. We will not be liable for any losses, claims, damages, or liabilities arising out of the actions taken, omissions of or advice given by any other advisor to the Specified Companies. In no event shall we be liable for any loss, damages, cost, or expenses arising in any way from fraudulent acts, misrepresentations, or willful default on part of the Specified Companies, their directors, employees, or agents. In no circumstances shall the liability of RBSA, its partners, its directors, or employees, relating to the services provided in connection with the engagement set out in this Report shall exceed the amount paid to RBSA in respect of the fees charged by it for these services. We do not accept any liability to any third party in relation to the issue of this Report. This Report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for his purpose.
- The Report assumes that the Specified Companies and the Demerged Undertaking comply fully with relevant laws and regulations applicable in all its area of operations and usage unless otherwise stated, and that they will be managed in a competent and responsible manner. Further, unless specifically stated to the contrary, this Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded/ reflected in the provisional financial statements provided to us. Our assumption for the fairness opinion assumes that the assets and liabilities of the Specified Companies and the Demerged Undertaking, reflected in the respective latest balance sheets remain intact as of this Report date.
- Neither this Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties other than in connection with the Scheme, without our prior written consent. This Report does not in any manner address the prices at which equity shares of the Specified Companies will trade following the consummation of the Proposed Transaction and we express no opinion or recommendation as to how the shareholders of STL should vote at the shareholders' meeting(s) to be held in connection with the Proposed Transaction.
- This Report is intended only for the sole use and information of the Board of Directors of STL in connection with the Proposed Transaction to comply with SEBI Master Circular and applicable SEBI Regulations and it shall not be valid for any other purpose. Without limiting the foregoing, we understand that STL may be required to share this Report with their shareholders, regulatory or judicial authorities, in connection with the Proposed Transaction (together, "Permitted Recipients"). We hereby give consent to such disclosure of this Report, on the basis that the Merchant Banker owes responsibility only to STL and the Resulting Company who have engaged us, under the terms of the engagement, and to no other person; and that, to the fullest extent permitted by law, the Merchant Banker accepts no responsibility or liability to any other party, in connection with this Report. It is clarified that reference to this Report in any document and / or filing with Permitted Recipients, in connection with the Proposed Transaction, shall not be deemed to be an acceptance by the Merchant Banker of any responsibility or liability to any person/ party other than STL and the Resulting Company.



For Sterlite Technologies Limited  
*Au Dulhanda*  
Company Secretary

For STL Networks Limited  
*Au Dulhanda*  
Authorised Signatory



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- The Management has informed us that there are no unusual / abnormal events in the Specified Companies till the Report Date materially impacting their operating / financial performance. Further, the Management has informed us that all material information impacting the Specified Companies has been disclosed to us and that there would be no variation between the draft Scheme of Arrangement and the final scheme approved and submitted with the relevant authorities.
- The fee for the engagement is not contingent upon the results reported.
- This Report is subject to the laws of India.

#### OPINION AND CONCLUSION

The Proposed Transaction contemplates:

- Demerger of the Demerged Undertaking of STL and transfer to the Resulting Company, its wholly owned subsidiary, pursuant to the Scheme.
- As a consideration for the transfer of Demerged Undertaking, the Resulting Company shall issue its equity shares to the equity shareholders of STL.
- Further, upon the Scheme becoming effective and upon allotment of equity shares by the Resulting Company to STL shareholders, the equity shares held by STL in the Resulting Company shall be cancelled, extinguished, and annulled.

The shareholders of STL are and will, upon demerger, be ultimate economic beneficial shareholders of the Resulting Company and their shareholding in the Resulting Company will mirror their shareholding in STL.

#### Valuers' Recommendation

The Valuer has recommended the following Share Exchange Ratio for the Proposed Transaction as per their valuation report:

[1] (One) equity share of Resulting Company of face value INR 2/- each fully paid up for every [1] (One) equity share of Starlite Technologies Limited of face value INR 2/- each fully paid up.

For Starlite Technologies Limited  
*A. V. Bulgade*  
 Amit Deshpande  
 Company Secretary

For STL Networks Limited  
*A. V. Bulgade*  
 Authorised Signatory



Page 6 of 7



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Our Comment on the Share Exchange Ratio

In the circumstance, having regard to the relevant factors and on the basis of information and explanations provided to us and considering that all shareholders of STL, upon Demerger, be the ultimate economic and beneficial owners of the Resulting Company and that upon allotment of equity shares by the Resulting Company in the Proposed Share Entitlement Ratio, the economic and beneficial interest of the shareholders in the equity of the Resulting Company will be the same as it is in the equity of STL, in our opinion, the Share Entitlement Ratio as recommended by the Valuer, which forms the basis for the Proposed Transaction, is fair, to the shareholders of STL, from a financial point of view.

Thanking you

For RBSA Capital Advisors LLP  
SEBI Registered Category I Merchant Banker  
Registration Code: INM000011724

Ravishu Vinod Shah  
Partner

May 16, 2023



For Signatory  
AV Deshpande  
Authorized Signatory

For Signatory  
AV Deshpande  
Authorized Signatory  
Company Secretary

For STL Networks Limited  
AV Deshpande  
Authorized Signatory



**National Stock Exchange Of India Limited**

Ref: NSE/LIST/35780\_I

September 15, 2023

The Company Secretary  
Sterlite Technologies Limited  
Godrej Millennium, 4th Floor,  
9 Koregaon Road,  
Pune - 411001

**Kind Attn.: Mr. Amit Deshpande**

Dear Sir,

**Sub: Observation Letter for Draft scheme of arrangement between Sterlite Technologies Limited and STL Networks Limited and their respective shareholders and creditors.**

We are in receipt for Draft Scheme of Arrangement between Sterlite Technologies Limited and STL Networks Limited and their respective shareholders and creditors vide application dated May 26, 2023.

Based on our letter reference no. NSE/LIST/35780 dated July 13, 2023, submitted to SEBI pursuant to SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and Regulation 94(2) of SEBI (LODR) Regulations, 2015, SEBI vide its letter dated September 14, 2023 has inter alia given the following comment(s) on the draft scheme of Arrangement:

- a. *Company shall ensure to disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters, and directors, before Hon'ble NCLT and shareholders, while seeking approval of the Scheme.*
- b. *Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the stock exchange, from the date of receipt of this letter, is displayed on the websites of the listed Company and the stock Exchanges.*
- c. *The entities involved in the scheme shall duly comply with various provisions of the Circular and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company.*
- d. *Company shall ensure that information pertaining to all the unlisted Companies involved in the scheme, shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*
- e. *Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*
- f. *Company shall ensure that the details of the proposed Scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders.*

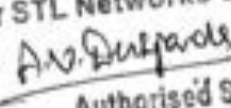
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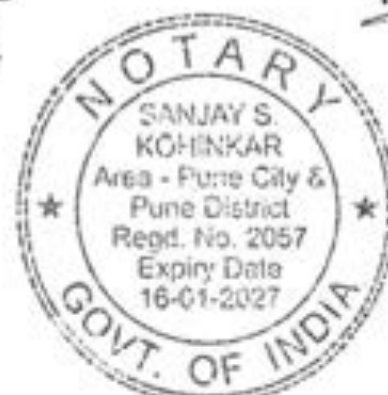


Signer: DPTI VPR, CHND-80-828  
Date: Fri, Sep 15, 2023 15:28:07 IST  
Location: NSE

National Stock Exchange of India Limited | Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 052,  
India +91 22 26590100 | www.nseindia.com | CIN U67120MH1992PLC069769

For Sterlite Technologies Limited  
  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
  
A.V. Deshpande  
Authorised Signatory





- g. Companies shall disclose the following as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval w/s 230 to 232 of the Companies Act 2013.
- Details of Assets & Liabilities of Demerged Company, pre and post demerger.
  - Details of Assets & Liabilities of Resulting Company, pre and post demerger.
  - Pre and post demerger net worth of Demerged Company and Resulting Company.
  - Impact of scheme on revenue generating capacity of Demerged Company.
  - Need of the demerger, Rationale of the scheme, Synergies of business of the entities involved in the scheme, Impact of the Scheme on the shareholders and cost benefit analysis of the scheme.
  - The pre and post scheme shareholding of the members of promoter and promoter group (individual).
- h. Company shall ensure that the proposed equity shares to be issued in terms of the "scheme" shall mandatorily be in demat form only.
- i. Company shall ensure that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.
- j. Company shall ensure that no changes to the draft scheme except those mandated by the regulators/authorities/tribunals shall be made without specific written consent of SEBI.
- k. Company shall ensure that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the Company is obliged to bring the observations to the notice of NCLT.
- l. Company shall ensure that all the applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme.
- m. It is noted that the petitions are filed by the Company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations.
- n. The proposed scheme of arrangement shall be in compliance with the provisions of Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
- o. Company shall not provide any misstatement or furnish false information with regard to disclosure to be made in draft scheme of amalgamation as per Chapter XII of Operational circular 1.
- p. Company shall ensure that entities involved in the proposed scheme shall not make any changes in the draft scheme subsequent to filing the draft scheme with SEBI by the Stock Exchanges, except those mandated by the regulators/authorities/tribunal.

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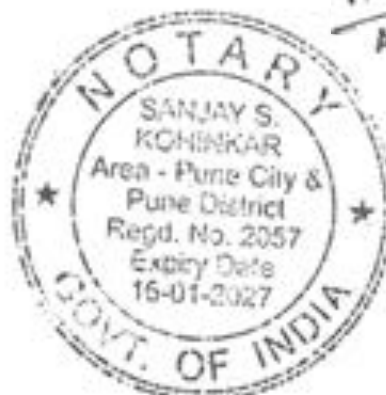

 Signer: DPT1 VPR1 CHNCH048DE  
 Date: Fri, Sep 15, 2023 15:29:07 IST  
 Location: NSDL

For Sterile Technologies Limited

*A.V. Dnyand*  
 Company Secretary

For STL Networks Limited

*A.V. Dnyand*  
 Authorised Signatory



- q. Company shall ensure that entities involved in the proposed scheme shall include information pertaining to the unlisted entity in the format specified for abridged prospectus as provided in Part B of Schedule I of the SEBI (Issue and Listing of Non-Convertible Securities) 2021, in the notice or proposal to be sent to the holders of NCDs/NCRPs while seeking approval for the scheme. The accuracy and adequacy of such disclosures shall be certified by the SEBI registered merchant banker after following the due diligence process.
- r. Company shall ensure that the entities involved in the proposed scheme shall disclose the No-objection letter of the Stock Exchange(s) on its website within 24 hours of receiving the same.
- s. Company shall ensure that the entities involved in the proposed scheme have complied with the relevant provisions of the Companies Act, 2013 SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Covenants of the Debenture Trustee Deeds entered with the Debenture Trustees any other relevant regulations and circulars.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our "No objection" in terms of Regulation 94A of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

The Company should also fulfil the Exchange's criteria for listing of such company and also comply with other applicable statutory requirements. However, the listing of shares of STL Networks Limited is at the discretion of the Exchange.

The listing of STL Networks Limited pursuant to the Scheme of Arrangement shall be subject to SEBI approval & Company satisfying the following conditions:

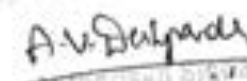
- To submit the Information Memorandum containing all the information about STL Networks Limited and its group companies in line with the disclosure requirements applicable for public issues with National Stock Exchange of India Limited ("NSE") for making the same available to the public through website of the companies. The following lines must be inserted as a disclaimer clause in the Information Memorandum:  
  
*"The approval given by the NSE should not in any manner be deemed or construed that the Scheme has been approved by NSE; and/ or NSE does not in any manner warrant, certify or endorse the correctness or completeness of the details provided for the unlisted Company; does not in any manner take any responsibility for the financial or other soundness of the STL Networks Limited, its promoters, its management etc."*
- To publish an advertisement in the newspapers containing all the information STL Networks Limited in line with the details required as per SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as NSE.

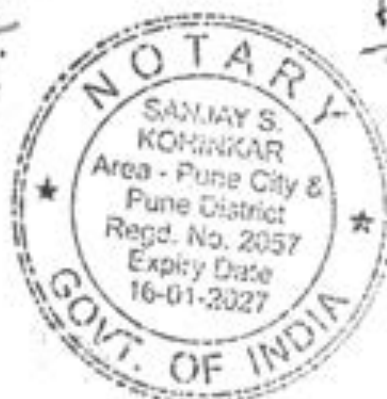
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Signer: DPT1 VPL CHINCHODE  
 Date: Fri, Sep 15, 2023 15:29:07 IST  
 Location: NSE

For Sterlite Technologies Limited  
  
 Amit Deshpande  
 Company Secretary

For STL Networks Limited  
  
 A.V. Deshpande  
 Authorised Signatory



3. To disclose all the material information about STL Networks Limited to NSE on continuous basis to make the same public, in addition to the requirements, if any, specified in SEBI (LODR) Regulations, 2015 for disclosures about the subsidiaries.
4. The following provision shall be incorporated in the scheme:
  - a. "The shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange."
  - b. "There shall be no change in the shareholding pattern or control in STL Networks Limited between the record date and the listing which may affect the status of this approval."

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from September 15, 2023, within which the Scheme shall be submitted to NCLT.

Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.

Please note that the submission of documents/information, in accordance with the Circular to SEBI and National Stock Exchange of India (NSE), should not in any way be deemed or construed that the same has been cleared or approved by SEBI and NSE. SEBI and NSE does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

**The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37 of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.**

Yours faithfully,  
For National Stock Exchange of India Limited

Dipti Chinchkhede  
Senior Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL: <https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist>

This Document is Digitally Signed



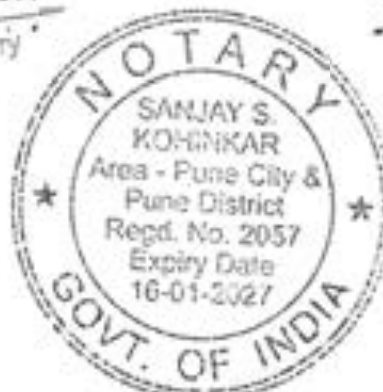
Signer: DIPTI V P L CHINCHKHEDE  
Date: Fri, Sep 15, 2023 15:29:07 IST  
Location: NSE

For Starlite Technologies Limited

*A V Dulpade*  
Authorized Signatory  
Company Secretary

For STL Networks Limited

*A V Dulpade*  
Authorized Signatory



- 000540

Annexure - J2

**BSE**  
September 26, 2023  
The Power of Vibrance

DCS/AMAL/TL/R37/2928/2023-24

The Company Secretary,  
**STERLITE TECHNOLOGIES LTD.**  
4th Floor, Godrej Millennium, Koregaon  
Road 9, STS 12/1, Pune, Maharashtra, 411001

Sub: Observation letter regarding the Scheme of Arrangement between STL Networks Limited and Sterlite Technologies Limited and their respective Shareholders and Creditors

We are in receipt of the Scheme of Arrangement between STL Networks Limited and Sterlite Technologies Limited and their respective Shareholders and Creditors filed by Sterlite Technologies Limited as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/665 dated November 23, 2021 read with SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and Regulation 94(2) of SEBI (LODR) Regulations 2015; SEBI vide its letter dated September 14, 2023 has inter alia given the following comment(s) on the draft Scheme of Arrangement:

- A. "Company shall disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme."
- B. "Company shall ensure that additional information, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."
- C. "Company shall ensure compliance with the SEBI circulars issued from time to time."
- D. "The entities involved in the Scheme shall duly comply with various provisions of the Circular and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company"
- E. "Company is advised that the information pertaining to all the Unlisted Companies involved, if any, in the Scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."
- F. "Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."
- G. "Company is advised that the details of the proposed scheme under consideration as provided by Company to the Stock Exchange shall be prominently disclosed in the notice sent to the shareholders."
- H. Both the Companies are advised to disclose additionally the following as a part of the Explanatory Statement or notice or proposal accompanying resolution to be passed to be forwarded by the Company to its shareholders while seeking approval u/s 230 to 232 of the Companies Act, 2013 :
- Details of assets and liabilities of Demerged Company, pre and post demerger
  - Details of assets and liabilities of Resulting Company, pre and post demerger.
  - Pre and post demerger net worth of Demerged Company and Resulting Company.
  - Impact of scheme on revenue generating capacity of Demerged Company
  - Need for the demerger, Rationale of the scheme, Synergies of business of the entities involved in the scheme, Impact of the scheme on the shareholders and cost benefit analysis of the scheme.
  - The pre scheme and post scheme shareholding of the members of promoter and promoter group (individual).

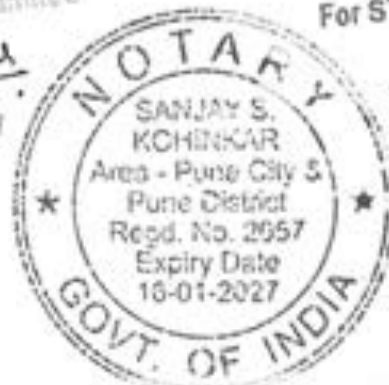
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BSE - PUBLIC

Registered Office: BSE Limited, Floor 25, P J Towers, Dalal Street, Mumbai - 400 001, India. T: +91 22 2272 1234/33 | E: corp.com@bseindia.com  
www.bseindia.com | Corporate Identity Number : L6720MH2005PLC155182

For Sterlite Technologies Limited

*Amit Deshpande*  
Amit Deshpande  
Company Secretary



For STL Networks Limited

*Amit Deshpande*  
Amit Deshpande  
Authorised Signatory

- I. "Company is advised that the proposed equity shares to be issued in terms of the 'Scheme' shall mandatorily be in demat form only."
- J. "Company shall ensure that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document."
- K. "Company shall ensure that no changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI."
- L. "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company is obliged to bring the observations to the notice of Hon'ble NCLT."
- M. "Company is advised to comply with all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme."
- N. "It is to be noted that the petitions are filed by the Company before Hon'ble NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."
- O. "The proposed scheme of arrangement shall be in compliance with the provisions of Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015."
- P. "The entities involved in the proposed scheme shall not provide any misstatement or furnish false information with regard to disclosure to be made in the draft scheme of amalgamation as per Chapter XII of Operational Circular."
- Q. "The entities involved in the proposed scheme shall not make any changes in the draft scheme subsequently to filing the draft scheme with SEBI by the Stock Exchanges, except those mandated by the regulators/ authorities/ tribunal."
- R. "The entities involved in the proposed scheme shall include information pertaining to the unlisted entity in format specified for abridged prospectus as provided in Part B of Schedule I of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, in the notice or proposal to be sent to the holders of NCDs/NCRPS while seeking approval for the scheme. The accuracy and adequacy of such disclosures shall be certified by the SEBI registered merchant banker after following the due diligence process."
- S. "The listed entities involved in the proposed scheme shall disclose the No-Objection letter of the Stock Exchange(s) on its website within 24 hours of receiving the same."
- T. "Company shall ensure that the entities involved in the proposed scheme have complied with the relevant provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Covenants of the Debenture Trust Deeds entered with the Debenture Trustee(s) any other relevant regulations and circulars."

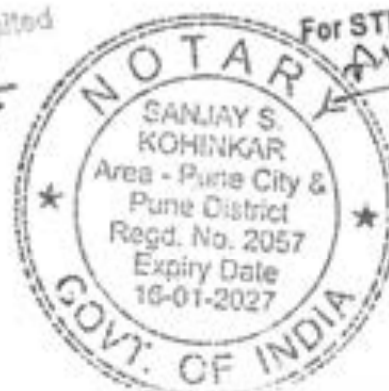
Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

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Registered Office: BSE Limited, Floor 25, P J Towers, Dala Street, Mumbai - 400 001, India. T: +91 22 2772 1234/33 | E: corp.com@bseindia.com  
www.bseindia.com | Corporate Identity Number : LE7120MR0005PLC155188

For Sterlite Technologies Limited  
**AV. Dufyade**  
Amit Dushpande  
Company Secretary



For STL Networks Limited  
**AV. Dufyade**  
Authorised Signatory

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the Company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

However, the listing of equity shares of STL Networks Limited shall be subject to SEBI granting relaxation under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 and compliance with the requirements of SEBI circular. No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023. Further, STL Networks Limited shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other statutory authority and Rules, Byelaws, and Regulations of the Exchange.

The Company shall fulfill the Exchange's criteria for listing the securities of such Company and also comply with other applicable statutory requirements. However, the listing of shares of STL Networks Limited is at the discretion of the Exchange. In addition to the above, the listing of STL Networks Limited pursuant to the Scheme of Arrangement shall be subject to SEBI approval and the Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about STL Networks Limited in line with the disclosure requirements applicable for public issues with BSE, for making the same available to the public through the website of the Exchange. Further, the Companies are also advised to make the same available to the public through its website.
2. To publish an advertisement in the newspapers containing all details of STL Networks Limited in line with the details required as per the aforesaid SEBI circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as BSE.
3. To disclose all the material information about STL Networks Limited on a continuous basis so as to make the same public, in addition to the requirements if any, specified in Listing Agreement for disclosures about the subsidiaries.
4. The following provisions shall be incorporated in the scheme:
  - "The shares allotted pursuant to the Scheme shall remain frozen in the depository system till listing/trading permission is given by the designated stock exchange."
  - "There shall be no change in the shareholding pattern of STL Networks Limited between the record date and the listing which may affect the status of this approval."

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also in your application for approval of the scheme of Arrangement.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the **validity of this Observation Letter shall be Six Months from the date of this Letter**, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations do not preclude the Company from complying with any other requirements.

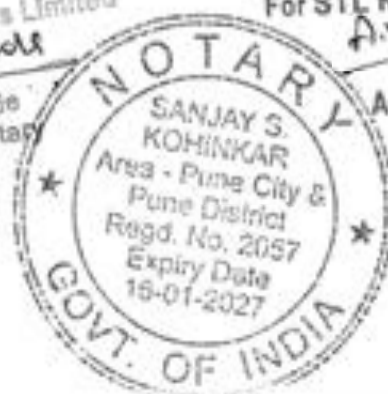
Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 68 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 68 of the Companies Act 2013

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www.bseindia.com | Corporate Identity Number : L67120MH-G005PLC05588

For Steritec Technologies Limited  
*A.V. Deshpande*  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
*A.V. Deshpande*  
Authorised Signatory



\* 000543



as the case may be is required to be served upon the Exchange seeking representations or objections if any.

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, would be accepted and processed through the Listing Centre only and no physical filings would be accepted. You may please refer to circular dated February 26, 2019 issued to the company.

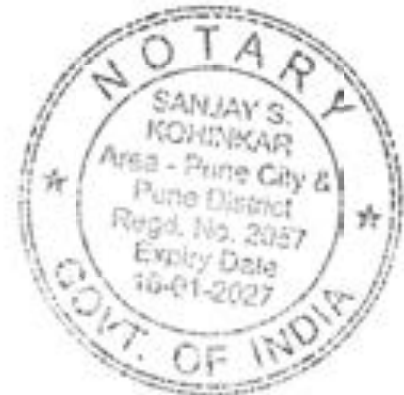
Yours faithfully,

*R*  
  
Rupal Khandelwal  
Deputy General Manager  
28.09.2023

Tanmayi Lele  
Assistant Manager  
28.09.2023

For Sterlite Technologies Limited  
  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
  
Authorized Signatory



BSE PUBLIC

To,  
The General Manager  
Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001  
Scrip Code: BSE – 532374

**Sub: Report on Complaint in terms of Para I(A)(6) of the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/000000665 dated November 23, 2021 and Para I(A)(7) of the SEBI Circular No. SEBI/HO/DDHS/DDHS\_Div1/P/CIR/2022/000000103 dated July 29, 2022 (hereinafter referred to as 'SEBI Circulars') as amended from time to time**

**Ref: Application under Regulation 37 and Regulation 59A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed draft Scheme of Arrangement between Sterlite Technologies Limited and STL Networks Limited and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Scheme")**

Dear Sir/Madam,

This is in reference to the Scheme filed by the Company under Regulation 37 and Regulation 59A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('SEBI Listing Regulations') with BSE Limited ('BSE') on May 26, 2023 and subsequent hosting of the said Scheme, along with other relevant documents, by BSE on its website on June 02, 2023.

As per Para I(A)(6) and Para I(A)(7) as mentioned above, the Company is inter-alia required to submit a "Report on Complaints" containing the details of complaints received by the Company on the draft Scheme from various sources, within 7 days of expiry of 21 days from the date of uploading of the draft Scheme and related documents on the website of the relevant Stock Exchange.

In the present case, i.e. the Scheme, the period of 21 days from date the uploading of said documents by BSE on its website (i.e. June 02, 2023) has expired on June 23, 2023, accordingly, we attach herewith a "Report on Complaints", as **Annexure - I** to this letter.

The Report on Complaints is also being uploaded on the website of the Company, i.e. <https://stl.tech/investor/>, as per requirement of the aforementioned said SEBI Circulars.

We request you to take the above on record and treat the same as compliance under the applicable provisions of the SEBI Listing Regulations and SEBI Circulars.

Thanking you,

Yours Faithfully,  
**For Sterlite Technologies Limited**

AMIT VILAS<sup>Digitally signed</sup>  
by AMIT VILAS  
DESHPAND<sup>DESHPANDE</sup>  
E Date: 2023.06.28  
15:31:44 +05'30'

**Amit Deshpande**  
**General Counsel & Company Secretary (ACS 17551)**  
Date: June 28, 2023



**Annexure I**
**Report on Complaints**

In respect of the proposed draft Scheme of Arrangement between Sterlite Technologies Limited and STL Networks Limited and their respective shareholders and creditors

Period of Complaints Report: June 02, 2023 to June 23, 2023

**Part A**

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not applicable
5.	Number of complaints pending	Not applicable

**Part B**

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.		Not applicable	

**For Sterlite Technologies Limited**

AMIT VILAS Digitally signed  
by AMIT VILAS  
DESHPANDE  
E Date: 2023.06.28  
15:33:35 +05'30'

**Amit Deshpande**  
**General Counsel & Company Secretary (ACS 17551)**  
Date: June 28, 2023

To,  
Manager - Listing Compliance  
National Stock Exchange of India Limited  
Exchange Plaza. C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 051  
NSE Symbol: STLTECH

**Sub: Report on Complaint in terms of Para I(A)(6) of the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and Para I(A)(7) of the SEBI Circular No. SEBI/ HO/DDHS/DDHS\_Div1/P/CIR/2022/0000000103 dated July 29, 2022 (hereinafter referred to as 'SEBI Circulars') as amended from time to time**

**Ref: Application under Regulation 37 and Regulation 59A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed draft Scheme of Arrangement between Sterlite Technologies Limited and STL Networks Limited and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Scheme")**

Dear Sir/Madam,

This is in reference to the Scheme filed by the Company under Regulation 37 and Regulation 59A of the (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('SEBI Listing Regulations') with National Stock Exchange of India Limited ('NSE') on May 26, 2023 and subsequent hosting of the said Scheme, along with other relevant documents, by NSE on its website on June 23, 2023.

As per Para I(A)(6) and Para I(A)(7) as mentioned above, the Company is inter-alia required to submit a "Report on Complaints" containing the details of complaints received by the Company on the draft Scheme from various sources, within 7 days of expiry of 21 days from the date of uploading of the draft Scheme and related documents on the website of the relevant Stock Exchange.

In the present case, i.e. the Scheme, the period of 21 days from date the uploading of said documents by NSE on its website (i.e. June 23, 2023) has expired on July 14, 2023, accordingly, we attach herewith a "Report on Complaints", as **Annexure - I** to this letter.

The Report on Complaints is also being uploaded on the website of the Company, i.e. <https://stl.tech/investor/> as per requirement of the aforementioned said SEBI Circulars.

We request you to take the above on record and treat the same as compliance under the applicable provisions of the SEBI Listing Regulations and SEBI Circulars.

Thanking you,

Yours Faithfully,  
For **Sterlite Technologies Limited**

**AMIT VILAS**  
**DESHPANDE**  
Digitally signed by AMIT  
VILAS DESHPANDE  
Date: 2023.07.18  
17:18:13 +05'30'

**Amit Deshpande**  
General Counsel & Company Secretary (ACS 17551)  
Date: July 18, 2023

**Annexure I**

**Report on Complaints**

In respect of the proposed draft Scheme of Arrangement between Sterlite Technologies Limited and STL Networks Limited and their respective shareholders and creditors

Period of Complaints Report: June 23, 2023 to July 14, 2023

**Part A**

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not applicable
5.	Number of complaints pending	Not applicable

**Part B**

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Not applicable		

For **Sterlite Technologies Limited**

**AMIT VILAS**  
**DESHPANDE**  
Digitally signed by  
 AMIT VILAS  
 DESHPANDE  
 Date: 2023.07.18  
 17:18:53 +05'30'

**Amit Deshpande**  
 General Counsel & Company Secretary (ACS 17551)  
 Date: July 18, 2023

### Compliance Report along-with the Draft Scheme

It is hereby certified that the draft scheme of arrangement involving Sterlite Technologies Limited ("Demerged Company") and STL Networks Limited ("Resulting Company") and their respective shareholders and creditors does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sl.	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes complied
Requirements of SEBI's Master Circular on (I) Scheme of Arrangement by Listed Entities and (II) Relaxation under Subrule (7) of Rule 19 of the Securities Contracts (Regulation) Rules, 1957 dated November 23, 2021 ("SEBI Scheme Circular- Equity") and and SEBI circular no SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103 dated July 29, 2022 (as updated on December 1, 2022) , and ("SEBI Scheme Circular - Debt")			
(a)	Para (I)(A)(2) of SEBI Scheme Circular- Equity and Para (I)(A)(2) of SEBI Scheme Circular - Debt	Submission of documents to Stock Exchanges	Yes complied
(b)	Para (I)(A)(3) of SEBI Scheme Circular- Equity and Para (I)(A)(4) of SEBI Scheme Circular - Debt	Conditions for schemes of arrangement involving unlisted entities	Yes complied
(c)	Para (I)(A)(4) (a) of SEBI Scheme Circular- Equity and Para (I)(A)(5) of SEBI Scheme Circular - Debt	Submission of Valuation Report	Yes complied Share entitlement ratio report as issued by the Registered Valuer is enclosed as part of this application.
(d)	Para (I)(A)(5) of SEBI Scheme Circular- Equity and Para (I)(A)(6) of SEBI Scheme Circular - Debt	Auditors certificate regarding compliance with Accounting Standards and payment/repayment capability.	Yes complied. Auditor certificate is enclosed as part of this application.
(e)	Para (I)(A)(9) of SEBI Scheme Circular- Equity	Provision of approval of public shareholders through e-voting	Not applicable

			Provision of approval of public shareholders through e-voting – Not Applicable in the present case on account of exemption available. Board undertaking (duly certified by Statutory Auditor) approved by the Board of Directors of Sterlite Technologies Limited is attached to the application.
(f)	Para (I)(A)(2)(d) of SEBI Scheme Circular - Equity and Para (I)(A)(2)(c) of SEBI Scheme Circular- Debt	Submission of Fairness opinion	Yes complied  Fairness opinion report as issued by the merchant banker registered with the SEBI is enclosed as part of this application.
(g)	Para (I)(A)(12)(A)(v) of SEBI Scheme Circular - Equity and Para (I)(A)(11) of SEBI Scheme Circular- Debt	Disclosures in the Scheme of Arrangement	Yes complied All the required disclosures are enclosed as part of Scheme submitted to the stock exchange.
(h)	Para (I)(A)(8)(a) of SEBI Scheme Circular – Equity and Para (I)(A)(7)(7.1) of SEBI Scheme Circular - Debt	Grievance redress/ Report on Complaints/ Comments	Complaint Report in the prescribed format would be submitted to the stock exchange within the prescribed time limit.
(i)	Para (I)(A)(10) of SEBI Scheme Circular - Debt	Provision of approval of holders of NCDs through e-voting.	Not applicable. Since the number of NCD holders of the company are less than 1000, there is no requirement of providing e-voting facility to the holders for approval as per the requirement of Companies Act 2013. Further the Companies will follow the orders/ directions of NCLT for convening of meetings as required.

For Sterlite Technologies Limited

AMIT VILAS Digitally signed by  
AMIT VILAS  
DESHPAND DESHPAND  
E Date: 2023.05.23  
18:17:21 +05'30'

**Amit Deshpande**  
Company Secretary  
(ACS 17551)

ANKIT Digitally signed  
by ANKIT KUMAR  
AGARWAL  
KUMAR AGARWAL  
AGARWAL Date: 2023.05.23  
18:38:47 +05'30'

**Ankit Agarwal**  
Managing Director  
DIN: 03344202

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Sterlite Technologies Limited ("Demerged Company") and STL Networks Limited ("Resulting Company") and their respective shareholders and creditors are in compliance with all the Accounting Standards applicable to a listed entity.

For Sterlite Technologies Limited

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   TUSHAR  
DHANSUK      Digitally signed by  
   DHANSUK SHROFF  
H SHROFF      Digitally signed by  
   H SHROFF

**Tushar Shroff**  
Chief Financial Officer

ANKIT      Digitally signed by  
   ANKIT KUMAR  
KUMAR      Digitally signed by  
   ANKIT KUMAR  
AGARWAL      Digitally signed by  
   ANKIT KUMAR

**Ankit Agarwal**  
Managing Director  
DIN: 03344202



### Compliance Report along-with the Draft Scheme

It is hereby certified that the draft scheme of arrangement involving Sterlite Technologies Limited ("Demerged Company") and STL Networks Limited ("Resulting Company") and their respective shareholders and creditors does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sl.	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes complied
Requirements of SEBI's Master Circular on (I) Scheme of Arrangement by Listed Entities and (II) Relaxation under Subrule (7) of Rule 19 of the Securities Contracts (Regulation) Rules, 1957 dated November 23, 2021 ("SEBI Scheme Circular- Equity") and and SEBI circular no SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/000000103 dated July 29, 2022 (as updated on December 1, 2022) , and ("SEBI Scheme Circular - Debt")			
(a)	Para (I)(A)(2) of SEBI Scheme Circular- Equity and Para (I)(A)(2) of SEBI Scheme Circular - Debt	Submission of documents to Stock Exchanges	Yes complied
(b)	Para (I)(A)(3) of SEBI Scheme Circular- Equity and Para (I)(A)(4) of SEBI Scheme Circular - Debt	Conditions for schemes of arrangement involving unlisted entities	Yes complied
(c)	Para (I)(A)(4) (a) of SEBI Scheme Circular- Equity and Para (I)(A)(5) of SEBI Scheme Circular - Debt	Submission of Valuation Report	Yes complied Share entitlement ratio report as issued by the Registered Valuer is enclosed as part of this application.
(d)	Para (I)(A)(5) of SEBI Scheme Circular- Equity and Para (I)(A)(6) of SEBI Scheme Circular - Debt	Auditors certificate regarding compliance with Accounting Standards and payment/repayment capability.	Yes complied. Auditor certificate is enclosed as part of this application.
(e)	Para (I)(A)(9) of SEBI Scheme Circular- Equity	Provision of approval of public shareholders through e-voting	Not applicable



			Provision of approval of public shareholders through e-voting – Not Applicable in the present case on account of exemption available. Board undertaking (duly certified by Statutory Auditor) approved by the Board of Directors of Sterlite Technologies Limited is attached to the application.
(f)	Para (I)(A)(2)(d) of SEBI Scheme Circular - Equity and Para (I)(A)(2)(c) of SEBI Scheme Circular- Debt	Submission of Fairness opinion	Yes complied  Fairness opinion report as issued by the merchant banker registered with the SEBI is enclosed as part of this application.
(g)	Para (I)(A)(12)(A)(v) of SEBI Scheme Circular - Equity and Para (I)(A)(11) of SEBI Scheme Circular- Debt	Disclosures in the Scheme of Arrangement	Yes complied All the required disclosures are enclosed as part of Scheme submitted to the stock exchange.
(h)	Para (I)(A)(6)(a) of SEBI Scheme Circular – Equity and Para (I)(A)(7)(7.1) of SEBI Scheme Circular - Debt	Grievance redress/ Report on Complaints/ Comments	Complaint Report in the prescribed format would be submitted to the stock exchange within the prescribed time limit.
(i)	Para (I)(A)(10) of SEBI Scheme Circular - Debt	Provision of approval of holders of NCDs through e-voting	Not applicable. Since the number of NCD holders of the company are less than 1000, there is no requirement of providing e-voting facility to the holders for approval as per the requirement of Companies Act 2013. Further the Companies will follow the orders/ directions of NCLT for convening of meetings as required.

**For Sterlite Technologies Limited**

AMIT VILAS Digitally signed by AMIT VILAS  
 DESHPANDE DESHPANDE  
 E Date: 2023.05.23 18:17:23 +05'30'

**Amit Deshpande**  
 Company Secretary  
 (ACS 17551)

ANKIT Digitally signed by ANKIT KUMAR AGARWAL  
 KUMAR AGARWAL  
 AGARWAL Date: 2023.05.23 18:58:47 +05'30'

**Ankit Agarwal**  
 Managing Director  
 DIN: 03344202





Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Sterlite Technologies Limited ("Demerged Company") and STL Networks Limited ("Resulting Company") and their respective shareholders and creditors are in compliance with all the Accounting Standards applicable to a listed entity.

**For Sterlite Technologies Limited**

TUSHAR  
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H SHROFF

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H SHROFF  
Date: 2023.05.21  
10:50:57 +0530

**Tushar Shroff**  
Chief Financial Officer

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KUMAR  
AGARWAL

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Date: 2023.05.21  
10:50:57 +0530

**Ankit Agarwal**  
Managing Director  
DIN: 03344202



**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF STERLITE TECHNOLOGIES LIMITED IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 AND CIRCULAR NO. SEBI/HO/DDHS/DDHSDIV1/P/CIR/2022/0000000103 DATED JULY 29, 2022 AS AMENDED FROM TIME TO TIME, ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI SCHEME CIRCULAR - DEBT"), AT ITS MEETING HELD ON MAY 17, 2023**

1. The Board of Directors of the Company ("Board") considered the proposal involving demerger of Global Services Business ("GSB") of Sterlite Technologies Limited ("Demerged Company" or "STL" or "the Company") as an undertaking into Sterlite Networks Limited ("Resulting Company"), pursuant to a scheme of arrangement, under the provisions of Sections 230 - 232 and other relevant provisions of the Companies Act, 2013 ("Act"), including the rules thereunder ("Scheme"), and in accordance with the circular no. SEBI/HO/DDHS/DDHSDIV1/P/CIR/20 22/0000000103 dated July 29, 2022 issued by SEBI, as amended from time to time, on Schemes of Arrangement by entities who have listed their non-convertible debt securities/non-convertible redeemable preference shares ("SEBI Scheme Circular - Debt"); and the SEBI Master Circular No. SEBI/HO/CFD/DIL1/C1 R/P/2021/0000000665 dated November 23, 2021, on Schemes of Arrangement by Listed Entities and Relaxation under Sub-rule (7) of rule 19 of the Resulting Company Equity Shares Contracts (Regulation) Rules, 1957, as amended from time to time, issued by SEBI ("SEBI Scheme Circular - Equity"). (collectively, "SEBI Scheme Circulars")
2. The Scheme *inter alia* provides for the following:
  - 2.1 demerger of the Demerged Undertaking (as defined in the Scheme) of the Demerged Company into the Resulting Company on a going concern basis ("Demerger") and the consequent issuance of equity shares by the Resulting Company to the shareholders of the Demerged Company; and
  - 2.2 various other matters consequential or integrally connected therewith, including the reorganisation of the share capital and listing of the Resulting Company.
3. Words and expressions, used in capitalized form but not defined in this report, shall have the meaning ascribed to them in the Scheme.
4. Resulting Company is a wholly owned subsidiary of STL.
5. The Scheme is to be filed with the National Company Law Tribunal, Mumbai Bench.
6. The draft of the Scheme was approved by the Audit Committee in their meeting held on 16 May 2023 and the Board of Directors of the Company at their meeting held on May 17, 2023.
7. As per Section 232(2)(c) of the Companies Act, 2013, a report is required to be adopted by the Board explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio, specifying any special valuation difficulties, if any.  
  
Further, pursuant to the requirements of the SEBI Scheme Circular - Debt, the Board is required to also comment on impact of the scheme on the holders of non-convertible debentures ("NCDs"), safeguards for the protection of the holders of NCDs and exit offer to the dissenting shareholders of NCDs, if any.  
  
Accordingly, this report is being prepared to comply with the requirements of the Companies Act, 2013 and SEBI Scheme Circular - Debt ("the Report") and for adoption by the Board.
8. The following documents / draft documents were placed before the Board at its Meeting held on May 17, 2023:
  - a. Scheme;
  - b. The Valuation Report containing the Share Entitlement Ratio dated May 16, 2023 from SSPA & Co Chartered Accountants (IBBI Registration No. IBBI/RV/06/2018/10092) ("Valuation Report");

- c. The Fairness Opinion Report dated May 16, 2023 issued by RBSA Capital Advisors LLP (Registration Code: INM000011724), a SEBI Registered Merchant Banker, providing its opinion on the fairness of the share entitlement ratio as recommended in the Valuation Report ("Fairness Opinion Report");
- d. Report of the meeting of the Audit Committee and Independent Directors of the Committee held on 16 May 2023 recommending the scheme to the Board.
- e. The Certificate from Price Waterhouse Chartered Accountants LLP, Chartered Accountants (Firm Registration No. 012754N/N500016), the Statutory Auditor of the Company ("Statutory Auditor"), certifying that the accounting treatment proposed in the Scheme is in compliance with the accounting standards prescribed under the Act;
- f. The Certificate from Price Waterhouse Chartered Accountants LLP, Chartered Accountants (Firm Registration No. 012754N/N500016), the Statutory Auditor of the Company ("Statutory Auditor"), certifying the non-applicability of clause 10(b) read with clause 10(a) of SEBI Circular number SEBI/HO/CFD/DIL1/CIR/P/2021/00000000685 dated November 23, 2021;
- g. Other presentations, reports, documents and information pertaining to the draft Scheme made available to/ circulated to the Board.

#### 9. Rationale of the Scheme:

The Scheme, inter-alia provides for the following:

- (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) In order to effect the segregation of the Global Services Business from the other businesses of the Demerged Company, it is proposed to transfer the Global Services Business to the Resulting Company by way of Demerger in accordance with Sections 230-232 of the Act.
- (iv) Accordingly, the Scheme is expected to be in the best interests of both companies and their respective shareholders, employees and creditors.
- (v) This Scheme accordingly provides for the transfer by way of Demerger of the Demerged Undertaking from the Demerged Company to the Resulting Company, and the consequent issue of equity shares by the Resulting Company to the shareholders of the Demerged Company in accordance with the Share Entitlement Ratio (as hereinafter defined) and various other matters consequential or integrally connected therewith, including the reorganisation of the share capital of the Resulting Company, pursuant to Sections 230-232 and other applicable provisions of the Act, the SEBI Scheme Circular and in compliance with the Income Tax Act, 1961 ("IT Act") including Section 2(19AA) thereof.

**10. Effect of the Scheme on the Stakeholders of the Company:**

Sr. No.	Category of stakeholder	Effect of the scheme on the stakeholders
(i)	Shareholders	The Company has only one class of equity shareholders Upon the Scheme becoming effective, and in consideration to the transfer and vesting of Demerged Undertaking of the Demerged Company into Resulting Company, the Resulting



		<p>Company shall without any further application, act, instrument or deed, but subject to the terms of the Scheme and in compliance with Applicable Law, issue and allot fully paid up equity shares out of the authorized share capital of the Resulting Company as on the Record Date in the following manner and in compliance with the terms of the Scheme:</p> <p><i>"For every 1 (one) equity share of the Demerged Company of face value of INR. 2 each held in the Demerged Company, every equity shareholder of the Demerged Company, shall without any application, act or deed, be entitled to receive 1(one) equity share of face value INR. 2 each of the Resulting Company, credited as fully paid up on the same terms and conditions of issue as prevalent in the Demerged Company"</i></p> <p>Accordingly, the overall economic interest of the equity shareholders of the Demerged Company shall remain same in both the Demerged Company and Resulting Company. Further, there is no proposed change in the shareholding pattern of the Company pursuant to the said Scheme.</p> <p>The Scheme is expected to have several benefits for the Company, as indicated in the rationale of the Scheme set out in the Scheme and is expected to be in the best interests of the shareholders of the Company.</p>
(ii)	Promoter(s)	Upon the Scheme becoming effective, the Promoters of Demerged Company shall also become the Promoters of the Resulting Company.
(iii)	Non-promoter shareholders	Please refer point (i) above for details regarding effect on the shareholders.
(iv)	Key Managerial Personnel ("KMP")	There will be no change in KMPs of the Company pursuant to the Scheme.
(v)	Impact of the scheme on the holder of the NCDs of the Company	As per the report adopted by the board of directors of Demerged Company held on May 17, 2023:
(vi)	Safeguards for the protection of holder of NCDs	<p>The NCDs of Demerged Company are not being transferred to the Resulting Company. The NCD holder shall continue to hold the same number of NCDs in the Demerged Company on the same terms and conditions with respect to the coupon rate, tenure, redemption price, quantum, , ISIN) as before implementation of demerger.</p> <p>In terms of the Scheme, the security in relation to these NCDs will continue with respect to the assets of the Remaining Undertaking, which are more than adequate to meet the requirements of the liability in relation to the NCDs. Therefore, the Scheme will not have any adverse impact on the holders of the NCDs and thus, adequately safeguards interests of the holders of the NCDs.</p>
(vii)	Exit offer to the dissenting holder of NCDs, if any.	As per the report adopted by the board of directors of Demerged Company held on May 17, 2023:



		Since the Scheme is between the holding company and its wholly owned subsidiary, the holders of NCDs of the Demerged Company shall continue to hold the NCDs on the same terms and conditions, no exit offer is required.
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**11. Adoption of the Report by the Directors**

The Directors of the Company have adopted this Report after noting and considering the information set forth in this Report. The Board or any fully authorized committee by the Board is entitled to make relevant modifications to this Report, if required, and such modifications or amendments shall be deemed to form part of this Report.

For Sterlite Technologies Limited

*Amit Deshpande*

Amit Deshpande

General Counsel & Company Secretary (ACS 17551)

Date: 17 May 2023

Place: Pune



**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF STERLITE NETWORKS LIMITED IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 AT ITS MEETING HELD ON MAY 17, 2023**

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1. The Board of Directors of the Company ("**Board**") considered the proposal involving demerger of Global Services Business ("**GSB**") of Sterlite Technologies Limited ("**Demerged Company**" or "**STL**") as an undertaking into Sterlite Networks Limited ("**Resulting Company**" or "**the Company**"), pursuant to a scheme of arrangement, under the provisions of Sections 230 - 232 and other relevant provisions of the Companies Act, 2013 ("**Act**"), including the rules thereunder ("**Scheme**").
2. The Scheme *inter alia* provides for the following:
  - 2.1 demerger of the Demerged Undertaking (as defined in the Scheme) of the Demerged Company into the Resulting Company on a going concern basis ("**Demerger**") and the consequent issuance of equity shares by the Resulting Company to the shareholders of the Demerged Company; and
  - 2.2 various other matters consequential or integrally connected therewith, including the reorganisation of the share capital and listing of the Resulting Company.
3. Words and expressions, used in capitalized form but not defined in this report, shall have the meaning ascribed to them in the Scheme.
4. Resulting Company is a wholly owned subsidiary of STL.
5. The Scheme is to be filed with the National Company Law Tribunal, Mumbai Bench.
6. The draft of the Scheme was approved by the Board of Directors of the Company at their meeting held on May 17, 2023.
7. As per Section 232(2)(c) of the Companies Act, 2013, a report is required to be adopted by the Board explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio, specifying any special valuation difficulties, if any.
8. The following documents / draft documents were placed before the Board at its Meeting held on May 17, 2023:
  - a. Scheme;
  - b. The Valuation Report containing the Share Entitlement Ratio dated May 16, 2023 from SSPA & Co Chartered Accountants (IBBI Registration No. IBBI/RV/06/2018/10092) ("**Valuation Report**");
  - c. The Fairness Opinion Report dated May 16, 2023 issued by RBSA Capital Advisors LLP (Registration Code: INM000011724), a SEBI Registered Merchant Banker, providing its opinion on the fairness of the share entitlement ratio as recommended in the Valuation Report ("**Fairness Opinion Report**");
  - d. The Certificate from Price Waterhouse Chartered Accountants LLP, Chartered Accountants (Firm Registration No. 012754N/N500016), the Statutory Auditor of the Demerged Company ("**Statutory Auditor**"), certifying that the accounting treatment proposed in the Scheme is in compliance with the accounting standards prescribed under the Act;
  - e. The Certificate from Price Waterhouse Chartered Accountants LLP, Chartered Accountants (Firm Registration No. 012754N/N500016), the Statutory Auditor of the Demerged Company ("**Statutory Auditor**"), certifying the non-applicability of clause 10(b) read with clause 10(a) of SEBI Circular number SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021;

- f. Other presentations, reports, documents and information pertaining to the draft Scheme made available to/ circulated to the Board.

9. **Rationale of the Scheme:**

The Scheme, inter-alia provides for the following:

- (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) In order to effect the segregation of the Global Services Business from the other businesses of the Demerged Company, it is proposed to transfer the Global Services Business to the Resulting Company by way of Demerger in accordance with Sections 230-232 of the Act.
- (iv) Accordingly, the Scheme is expected to be in the best interests of both companies and their respective shareholders, employees and creditors.
- (v) This Scheme accordingly provides for the transfer by way of Demerger of the Demerged Undertaking from the Demerged Company to the Resulting Company, and the consequent issue of equity shares by the Resulting Company to the shareholders of the Demerged Company in accordance with the Share Entitlement Ratio (*as hereinafter defined*) and various other matters consequential or integrally connected therewith, including the reorganisation of the share capital of the Resulting Company, pursuant to Sections 230-232 and other applicable provisions of the Act, the SEBI Scheme Circular and in compliance with the Income Tax Act, 1961 (“**IT Act**”) including Section 2(19AA) thereof.

**10. Effect of the Scheme on the Stakeholders of the Company:**

S.r. No.	Category of stakeholder	Effect of the scheme on the stakeholders
(i)	Shareholders	<p>The Demerged Company has only one class of equity shareholders</p> <p>Upon the Scheme becoming effective, and in consideration to the transfer and vesting of Demerged Undertaking of the Demerged Company into Resulting Company, the Resulting Company shall without any further application, act, instrument or deed, but subject to the terms of the Scheme and in compliance with Applicable Law, issue and allot fully paid up equity shares out of the authorized share capital of the Resulting Company as on the Record Date in the following manner and in compliance with the terms of the Scheme:</p> <p><i>“For every 1 (one) equity share of the Demerged Company of face value of INR. 2 each held in the Demerged Company, every equity shareholder of the Demerged Company, shall without any application, act or deed, be entitled to receive 1(one) equity share of face value INR. 2 each of the Resulting Company, credited as fully paid up on the same terms and conditions of issue as prevalent in the Demerged Company”</i></p> <p>Accordingly, the overall economic interest of the equity shareholders of the Demerged Company shall remain same in both the Demerged Company and Resulting Company. Further, there is no proposed change in the shareholding pattern of the Demerged Company pursuant to the said Scheme.</p>

		The Scheme is expected to have several benefits for the Company, as indicated in the rationale of the Scheme set out in the Scheme and is expected to be in the best interests of the shareholders of the Company.
(ii)	Promoter(s)	Upon the Scheme becoming effective, the Promoters of Demerged Company shall also become the Promoters of the Resulting Company.
(iii)	Non-promoter shareholders	Please refer point (i) above for details regarding effect on the shareholders.
(iv)	Key Managerial Personnel (“KMP”)	There will be no change in KMPs of the Company pursuant to the Scheme.
(v)	Impact of the scheme on the holder of the NCDs of the Company	As per the report adopted by the board of directors of Demerged Company held on May 17, 2023:  The NCDs of Demerged Company are not being transferred to the Resulting Company. The NCD holder shall continue to hold the same number of NCDs in the Demerged Company on the same terms and conditions with respect to the coupon rate, tenure, redemption price, quantum, ISIN) as before implementation of demerger.
(vi)	Safeguards for the protection of holder of NCDs	In terms of the Scheme, the security in relation to these NCDs will continue with respect to the assets of the Remaining Undertaking, which are more than adequate to meet the requirements of the liability in relation to the NCDs. Therefore, the Scheme will not have any adverse impact on the holders of the NCDs and thus, adequately safeguards interests of the holders of the NCDs.
(vii)	Exit offer to the dissenting holder of NCDs, if any.	As per the report adopted by the board of directors of Demerged Company held on May 17, 2023:  Since the Scheme is between the holding company and its wholly owned subsidiary, the holders of NCDs of the Demerged Company shall continue to hold the NCDs on the same terms and conditions, no exit offer is required.

**11. Adoption of the Report by the Directors**

The Directors of the Company have adopted this Report after noting and considering the information set forth in this Report. The Board or any fully authorized committee by the Board is entitled to make relevant modifications to this Report, if required, and such modifications or amendments shall be deemed to form part of this Report.

For **Sterlite Networks Limited**



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**Ankit Agarwal**

**Director**

**DIN: 03344202**

Annexure VII - A (Without PAN)

STERLITE TECHNOLOGIES LIMITED PRE SCHEME SHAREHOLDING PATTERN AS ON March 31, 2023 (There will be no change in the Post-Scheme Shareholding Pattern of Sterlite Technologies Limited (STL), since no shares are being issued by STL under the Scheme of Arrangement)		
1	Name of Listed Entity:	Sterlite Technologies Limited
2	Scrip Code/Name of Scrip/Class of Security	BSE - 532374 NSE - STLTECH
3	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)	This is pre-scheme shareholding pattern filed as per the requirements of Stock Exchanges prescribed in accordance with SEBI Master Circular dated November 23, 2021 relating to Schemes of Arrangement by Listed entities. This shareholding pattern is based on the shareholding data as on March 31, 2023.
	a. If under 31(1)(b) then indicate the report for Quarter ending	
	b. If under 31(1)(c) then indicate date of allotment/extinguishment	
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-	
	Particulars	
		Yes*
		No*
1	Whether the Listed Entity has issued any partly paid up shares?	No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	No
3	Whether the Listed Entity has any shares against which depository receipts	No
4	Whether the Listed Entity has any shares in locked-in?	No
5	Whether any shares held by promoters are pledge or otherwise encumbered?	No
6	Whether the listed entity has any significant beneficial owner?	Yes
5	The tabular format for disclosure of holding of specified securities is as follows:-	

\*If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission a of the format of holding of specified securities.

Certified to be true  
For Sterlite Technologies Limited

*Amit Deshpande*

Amit Deshpande  
Company Secretary  
Membership no.: ACS 17551



Shutterstock Limited

Table 1: Statement of Holdings of Specified Securities

Category (1)	Category of Shareholder (2)	No. of Shares Held (3)	No. of Fully Paid-up Shares Held (4)	No. of Fully Paid-up Shares Held (5)	No. of Shares Underlying Outstanding Warrants (6)	Total No. of Shares Held (7) = (3)+(4)+(5)+(6)	Shareholding as a % of total no. of shares outstanding (8) = (7)/(100,000,000) (9)	Number of Voting Rights held in each class of securities (10)			Total no. of VRS (11)	No. of Shares Entitled to Dividend (including Membership) (12)	Shareholding as a % of total no. of shares (13) = (12)/(100,000,000) (14)	Number of Locked-in shares (15)		Number of Shares pledged or otherwise encumbered (16)		Number of Shares Held in Mandatorially Locked Shares (17)	Sub-categories of shares (18)			
								No. of Voting Rights						No. of Locked-in Shares Held (15)	No. of Locked-in Shares Held (16)	No. of Locked-in Shares Held (17)	Sub-categories of shares (18)					
								Classing 1	Classing 2	Total									Sub-categories of shares (18)	Sub-categories of shares (18)	Sub-categories of shares (18)	
(a)	Private Corporate Bodies	78	78,000,000	-	-	78,000,000	7.8%	78,000,000	-	-	-	78,000,000	-	-	-	-	-	-	-	-	-	-
(b)	Individuals	204,171	204,171,000	-	-	204,171,000	20.4171%	204,171,000	-	-	-	204,171,000	-	-	-	-	-	-	-	-	-	-
(c)	Trusts/Companies/Other Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Investment in Employee Trusts	200,000	200,000,000	-	-	200,000,000	20%	200,000,000	-	-	-	200,000,000	-	-	-	-	-	-	-	-	-	-
	Total	278,171	278,171,000	-	-	278,171,000	27.8171%	278,171,000	-	-	-	278,171,000	-	-	-	-	-	-	-	-	-	-

Confirmed by me  
for Shutterstock Limited  
*[Signature]*  
Company Secretary  
Membership No. 424 7187



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**Sterile Technologies Limited**  
**Table 1 - Statement showing shareholding pattern of the Company, Not Publicly Available**

Category of shareholder (A)	No. of shareholders (B)	No. of fully paid up equity shares held (C)	No. of partly paid up equity shares held (D)	No. of shares underlying Depository Receipts (E)	Total no. of shares held (B+C+D+E) (F)	Shareholding % of total no. of shares (calculated as per SCRR, 1957) (G)	Number of Voting Rights held in each class of securities (H)				No. of shares underlying Outstanding convertible securities (including Warrants) (I)	Shareholding % of the company (calculated as a percentage of total shares issued (including treasury shares) as a % of (B+C+D+E) (J)	Number of Locked in shares (K)		Number of Shares pledged or otherwise encumbered (L)		Number of equity shares held by Promoters/Shareholders (M)
							No. of Voting Rights			Total no. of (B+C) (N)			No. of	No. of	No. of	No. of	
							Class 1	Class 2	Total								
(A)																	
(B)																	
(C)																	
(D)																	
(E)																	
(F)																	
(G)																	
(H)																	
(I)																	
(J)																	
(K)																	
(L)																	
(M)																	

Notes:  
 1. This would not be disclosed in relation to Share Offerings.  
 2. The above format needs to be filled in case of all holders holding more than 1% of total number of shares of the subsidiary. Certain no. of shares not applicable in this case.  
 3. Share information pertaining to Depository Receipts, the same has to be obtained in the respective software in the subject companies available and the balance to be obtained as per the software.

Certified to be true  
 For Sterile Technologies Limited  
  
 Anil Choudhary  
 Company Secretary  
 Sterile Technologies Limited, INDIA-110001





**Steris Technologies Limited**  
**Table V- Statement showing details of significant beneficial owners (SBO)**

S.No.	Details of the SBO (I)		Details of the registered owner (II)			Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect (III)					Date of creation / acquisition of significant beneficial interest (IV)
	Name	Nationality	Name	Nationality	Passport No. in case of a foreign national	Shares	Voting rights	Rights on distributable dividend or any other distribution	Exercise of control	Exercise of significant influence	
1	Amit Agarwal	India	Two Star Overseas Limited	Any other		50.00	0	0	No	No	11-12-07
2	Amit Agarwal	India	Volcan Limited	Any other		1.00	0	0	No	No	11-12-07

Steris Technologies Limited is a majority-owned and controlled subsidiary of Two Star Overseas Limited (TSOL). Volcan Investments Limited (Volcan) holds 100.0% of the share capital and 100.0% of the voting rights of TSOL. Volcan is a holding company, 100.0% beneficially owned and controlled by the Amit Agarwal Discretionary Trust (Trust). Cordave PTC Limited (Cordave) is the trustee of the Trust and the sole registered shareholder of Volcan. TSOL's shares are beneficially owned by Volcan which may be deemed to be beneficially owned by the Trust, of which Mr. Amit Agarwal is the protector and with effect from October 15, 2014, one of the Beneficiaries.

Certified to be true  
 For Steris Technologies Limited

*Amit Deshpande*

Amit Deshpande  
 Company Secretary  
 Membership no.: ACS 17881



**Sterite Technologies Limited**  
**Table VI- Statement showing foreign ownership limits**

Particulars	Board approved limits(%)	Limits utilized(%)
As on shareholding date	100.00	61.51
As on the end of previous 1st quarter	100.00	61.40
As on the end of previous 2nd quarter	100.00	61.45
As on the end of previous 3rd quarter	100.00	59.46
As on the end of previous 4th quarter	100.00	59.57

Certified to be true  
 For Sterite Technologies Limited



**Amit Deshpande**  
 Company Secretary  
 Membership no.: ACS 17551




Annexure VIII - B (Without PAN)

STERILITE TECHNOLOGIES LIMITED POST-SCHEME SHAREHOLDING PATTERN		
(There will be no change in the Post-Scheme Shareholding Pattern of Sterilite Technologies Limited (STL), since no shares are being issued by STL under the Scheme of Arrangement)		
1	Name of Listed Entity:	Sterilite Technologies Limited
2	Scrip Code/Name of Scrip/Class of Security	BSE - 532374 NSE - STLTECH
3	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)	This is post-scheme shareholding pattern filed as per the requirements of Stock Exchanges prescribed in accordance with SEBI Master Circular dated November 23, 2021 relating to Schemes of Arrangement by Listed entities. This shareholding pattern is based on the shareholding data as on March 31, 2023.
	a. If under 31(1)(b) then indicate the report for Quarter ending	
	b. If under 31(1)(c) then indicate date of allotment/extinguishment	
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-	
	<b>Particulars</b>	<b>Yes*</b>
	1 Whether the Listed Entity has issued any partly paid up shares?	No
	2 Whether the Listed Entity has issued any Convertible Securities or Warrants?	No
	3 Whether the Listed Entity has any shares against which depository receipts	No
	4 Whether the Listed Entity has any shares in locked-in?	No
	5 Whether any shares held by promoters are pledge or otherwise encumbered?	No
	6 Whether the listed entity has any significant beneficial owner?	Yes
5	The tabular format for disclosure of holding of specified securities is as follows:-	

\*If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No. of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

Certified to be true  
For Sterilite Technologies Limited

*Amit Deshpande*

Amit Deshpande  
Company Secretary  
Membership no.: ACS 17581



Sri Lanka Technologies Limited																											
Table 1: Summary Statement of Issued Securities																											
Subject ID	Category of Issuance (A)	No. of Shares (B)	No. of fully paid up equity shares held (C)	No. of fully paid up equity shares held (D)	No. of shares comprising Depository Receipts (E)	Total no. shares held (B)-(D)-(E)	Shareholding as a % of share capital (B)-(D)-(E) (F)	Number of Voting Rights held by each class of securities (G)			Total no. of Voting Rights (H)	No. of Shares Entitled to Dividend (including Depository Receipts) (I)	Shareholding as a % of share capital (including Depository Receipts) (J)	Number of Locked-in Shares (K)		Number of Shares (including depository receipts) (L)		Number of equity shares held in Depository Receipts (M)	Sub-categorization of Shares (N)								
								No. of Voting Rights						Total no. of Voting Rights (H)	No. of Locked-in Shares (K)	No. of Locked-in Shares held (K)	No. of Locked-in Shares held (K)		No. of Locked-in Shares held (K)	Shareholding (No. of Shares)							
								Category 1	Category 2	Total										Category 1	Category 2	Category 3					
01	Private Placement	100,000	100,000	-	-	100,000	100%	100,000	-	-	100,000	100%	-	-	-	-	100,000	-	-	-	-	-	-	-	-	-	-
02	Public	100,000	100,000	-	-	100,000	100%	100,000	-	-	100,000	100%	-	-	-	-	100,000	-	-	-	-	-	-	-	-	-	-
03	Depository Receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
04	Share held by Depository Receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
05	Total	200,000	200,000	-	-	200,000	100%	200,000	-	-	200,000	100%	-	-	-	-	200,000	-	-	-	-	-	-	-	-	-	-

Certified true  
 for Sri Lanka Technologies Limited  
  
 Director  
 Company Secretary  
 Sri Lanka Technologies Limited, 200/201








Steris Technologies Limited																	
Table 10 - Statement showing the holding pattern of the Non-Financial, Non-Public shareholder																	
Category of shareholder (1)	No. of shareholders (2)	No. of fully paid equity shares held (3)	No. of partly paid-up equity shares held (4)	No. of shares underlying Depository Receipts (5)	Total shares held (3)+(4)+(5) (6)	Shareholding % of shares held based on SCSS, 18/03/2019 (7) No. of Shares (8)	Number of Voting Rights held in each class of shares (9)				No. of Shares Underlying Outstanding convertible securities (including Depository Receipts) (11)	Shareholding % of convertible securities (as a percentage of shareholding based on SCSS 18/03/2019) (12)	Number of Locked-in shares (13)		Number of Shareholding pattern (14)		Number of equity shares held in dematerialized form (15)
							No. of Voting Rights			Total No. of (9)+(11)			No. of	No. of	No. of	No. of	
							Class (I)	Class (II)	Total								
(10)	Continual DSE holder																
(10)	Share of DSE holder - Promoters																
(10)	Share of DSE holder - Promoter																
(10)	Continual DSE holder - Non-Financial, Non-Public shareholder																
(10)	Share of DSE holder - Non-Financial, Non-Public shareholder																
(10)	Share of DSE holder - Non-Financial, Non-Public shareholder																
(10)	Share of DSE holder - Non-Financial, Non-Public shareholder																

Notes:  
 1) With regard to the holding pattern of the Non-Financial, Non-Public shareholder, the shareholding pattern is disclosed in the annual report of the company.  
 2) The shareholding pattern is disclosed in the annual report of the company.  
 3) The shareholding pattern is disclosed in the annual report of the company.

Certified to issue  
 For Steris Technologies Limited  
  
 Anil Sankar  
 Company Secretary  
 Membership No. 12345678



**Steris Technologies Limited**  
**Table V- Statement showing details of significant beneficial owners (SBOs)**

S.No.	Details of the SBO (I)		Details of the registered owner (II)			Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect (III)					Date of creation/ acquisition of significant beneficial interest (IV)
	Name	Nationality	Name	Nationality	Passport No. in case of a foreign national	Shares	Voting rights	Rights on distributable dividend or any other distribution	Exercise of control	Exercise of significant influence	
1	Amit Agarwal	India	Trust Star Overseas Limited	Any other		52.00	0	0	No	No	11-12-07
2	Amit Agarwal	India	Volcan Limited	Any other		1.00	0	0	No	No	11-12-07

Steris Technologies Limited is a majority owned and controlled subsidiary of Trust Star Overseas Limited (TSOL). Volcan Investments Limited (Volcan) holds 100.0% of the share capital and 100.0% of the voting rights of TSOL. Volcan is a holding company, 100.0% beneficially owned and controlled by the Amit Agarwal Discretionary Trust (Trust). Conclave PFC Limited (Conclave) is the trustee of the Trust and the sole registered shareholder of Volcan. TSOL's shares are beneficially owned by Volcan which may be deemed to be beneficially owned by the Trust, of which Mr. Amit Agarwal is the protector and with effect from October 16, 2014, one of the beneficiaries.

Certified to be true  
 For Steris Technologies Limited

  
 Amit Deshpande  
 Company Secretary  
 Membership no.: ACS-17581





**Sterite Technologies Limited**  
**Table VI- Statement showing foreign ownership limits**

Particulars	Board approved limits(%)	Limits utilized(%)
As on shareholding date	100.00	61.51
As on the end of previous 1st quarter	100.00	61.40
As on the end of previous 2nd quarter	100.00	61.45
As on the end of previous 3rd quarter	100.00	59.46
As on the end of previous 4th quarter	100.00	59.57

Certified to be true  
 For Sterite Technologies Limited

*Amit Deshpande*

Amit Deshpande  
 Company Secretary  
 Membership no.: ACS 17551



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Annexure VII - C (without PAN)

STL Networks LIMITED PRE-SCHEME SHAREHOLDING PATTERN AS ON March 31, 2023		
1	Name of Listed Entity:	STL Networks Limited (Unlisted)
2	Scrip Code/Name of Scrip/Class of Security	Equity shares (Unlisted)
3	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)	This is pre-scheme shareholding pattern filed as per the requirements of Stock Exchanges prescribed in accordance with SEBI Master Circular dated November 23, 2021 relating to Schemes of Arrangement by Listed entities. This shareholding pattern is based on the shareholding data as on March 31, 2023.
	a. If under 31(1)(b) then indicate the report for Quarter ending	
	b. If under 31(1)(c) then indicate date of allotment/delinquency	
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-	
	Particulars	
	1 Whether the Listed Entity has issued any partly paid up shares?	No
	2 Whether the Listed Entity has issued any Convertible Securities or Warrants?	No
	3 Whether the Listed Entity has any shares against which depository receipts	No
	4 Whether the Listed Entity has any shares in locked-in?	No
	5 Whether any shares held by promoters are pledge or otherwise encumbered?	No
	6 Whether the listed entity has any significant beneficial owner?	Yes
5	The tabular format for disclosure of holding of specified securities is as follows:-	

"If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No. of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

Certified to be true  
For STL Networks Limited

*A. V. Deshpande*

Amit Deshpande  
Authorized Signatory

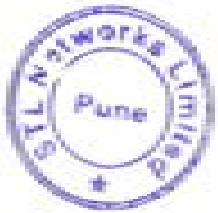


SSL Networks Limited

Table 1: Summary Statement Showing a Detailed Description

Category (1)	Category of Shareholder (2)	No. of Shareholders (3)	No. of Equity Shares held by the shareholder (4)	No. of Equity Shares held by the shareholder (5)	No. of Shares underlying Depository Receipts (6)	Total nos. Shares held (7) = (4)+(5)+(6)	Participating in a Total of no. of Shares (calculated as per Section 102(1) of the Companies Act, 2013) (8)	Number of Voting Rights held in each class of securities (9)				No. of Shares underlying Depository Receipts including ShareWise (10)	Percentage of voting rights held by the shareholder (11)	Number of Locked in Shares (12)		Number of Shares pledged or otherwise encumbered (13)		Number of Equity Shares held in Dematerialized form (14)	Break-up composition of Shares (15)		
								No. of Voting Rights			Total no. of Voting Rights (10+11)			No. in	No. % of Total Shares held (12)	No. in	No. % of Total Shares held (13)		Equity (16)	Preference (17)	Total (18)
								Class 'A'	Class 'B'	Total											
1A	Reserve Bank of India	1	10000	-	-	10000	10000	10000	-	-	10000	100	-	-	-	-	-	10000	-	-	-
1B	Government of India	1	10000	-	-	10000	10000	10000	-	-	10000	100	-	-	-	-	-	10000	-	-	-
1C	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1D	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1E	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1F	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1G	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1H	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1I	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1J	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1K	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1L	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1M	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1N	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1O	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1P	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1Q	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1R	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1S	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1T	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1U	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1V	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1W	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1X	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1Y	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1Z	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2A	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2B	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2C	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2D	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2E	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2F	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2G	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2H	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2I	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2J	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2K	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2L	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2M	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2N	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2O	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2P	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2Q	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2R	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2S	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2T	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2U	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2V	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2W	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2X	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2Y	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2Z	Other Government Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Certified to be true  
for SSL Networks Limited  
*Anil Deshpande*  
Managing Director





215. Networks Limited  
 Table 49: Shareholding and pledging pattern of the Equity shareholders

Sl. No.	Category of Shareholder	No. of shareholders (A)	No. of fully paid up equity shares held (B)	No. of Partly paid up equity shares held (C)	No. of shares underlying Depository Receipts (D)	Total no. shares held (B+C+D) (E)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (F) (As % of)	Number of Voting Rights held in each class of securities (G)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (H)	Shareholding as a % including the convertible securities as a percentage of (I)	Number of Locked in shares (J)		Number of Shares pledged or otherwise encumbered (K)		Number of equity shares with dematerialized form (L)	
								No. of Voting Rights					Total as a % of (E+H) (I)	No. of	As a % of total Shares held (K)	No. of		As a % of total Shares held (L)
								Classing I	Classing II	Total								
10	Individuals																	
11	Government/ Public Sector Companies																	
12	Private Sector Companies																	
13	Partnership Firms																	
14	Trusts																	
15	Financial Institutions																	
16	Insurance Companies																	
17	Foreign Venture Capital Investors																	
18	Foreign Institutional Investors																	
19	Foreign Venture Capital Investors																	
20	Foreign Institutional Investors																	
21	Foreign Venture Capital Investors																	
22	Foreign Institutional Investors																	
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142	Foreign Institutional Investors																	
143	Foreign Venture Capital Investors																	

ITL Networks Limited

Table 10 - Statement showing shareholding pattern of the Non-Promoter, Non-Public Shareholder

S.No.	Category of Shareholder (1)	No. of Shareholders (2)	No. of fully paid-up equity shares held (3)	No. of partly paid-up equity shares held (4)	No. of shares underlying Depository Receipts (5)	Total Shares Held (3+4+5) (6)	Shareholding % of Total no. of Shares outstanding as per SCRR, 1957 (7)	Number of Voting Rights held to each class of securities (8)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (9)	Shareholding % of voting rights exercisable by convertible securities (as a percentage of outstanding capital) (10) (11+12+13) (11)	Number of Locked-in shares (12)		Number of Shares pledged or otherwise encumbered (13)		Number of equity shares held in dematerialized form (14)
								No. of Voting Rights			Excluded % of (8-11-C)			No. of	No. of Locked Shares held by	No. of	No. of Locked Shares held by	
								Class 1	Class 2	Total								
01	Continual/DI Holders																	
02	Private Equity Investor (1)																	
	State Bank (SBI)																	
	Corporate Investor (2)																	
	Foreign Investor (3)																	
	Trust (4)																	
	Trust Non-Promoter (Non Public Shareholding Co. (5))																	

1. Held through the depository (include in Class 1 category)  
 2. The above total number of shares held by all the non-promoter, non-public shareholding entities, does not add up to the shareholding % of the total shares held by all the non-promoter, non-public shareholding entities.  
 3. For details regarding the structure, financials, etc. refer to the respective entries in the attached schedule (a) and (b) in the Annexure to the Report on the Financials of the Company.

Authorised Signatory  
 For ITL Networks Limited  
  
 Anil S. Sengupta  
 Authorised Signatory



STL Networks Limited											
Table V- Statement showing details of significant beneficial owners (SBOs)											
S.No.	Details of the SBO (I)		Details of the registered owner (II)			Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect (III)					Date of creation / acquisition of significant beneficial interest (IV)
	Name	Nationality	Name	Nationality	Passport No. in case of a foreign national	Shares	Voting rights	Rights on distributable dividend or any other distribution	Exercise of control	Exercise of significant influence	
1	Ami Agarwal	India	Sterile Technologies Limited	Any other		53.80	0	0	No	No	26-03-21

STL Networks Limited is 100% subsidiary of Sterile Technologies Limited. Sterile Technologies Limited is a majority owned and controlled subsidiary of Twin Star Overseas Limited (TSOL). Volcan Investments Limited (Volcan) holds 100.0% of the share capital and 100.0% of the voting rights of TSOL. Volcan is a holding company, 100.0% beneficially owned and controlled by the Ami Agarwal Discretionary Trust (Trust). Coocave PTC Limited (Coocave) is the trustee of the Trust and the sole registered \*Date of incorporation

Certified to be true  
For STL Networks Limited

*Ami Agarwal*  
Ami Agarwal  
Authorized Signatory



STL Networks Limited		
Table VI- Statement showing foreign ownership limits		
Particulars	Board approved limits(%)	Limits utilized(%)
As on shareholding date	100.00	61.51
As on the end of previous 1st quarter	100.00	61.40
As on the end of previous 2nd quarter	100.00	61.45
As on the end of previous 3rd quarter	100.00	59.46
As on the end of previous 4th quarter	100.00	59.57

Certified to be true  
For STL Networks Limited

*Amit Deshpande*

Amit Deshpande  
Authorized Signatory





STL Networks Limited		
POST-SCHEME SHAREHOLDING PATTERN		
1	Name of Listed Entity:	STL Networks Limited (Unlisted)
2	Scrip Code/Name of Scrip/Class of Security	Equity shares (Unlisted)
3	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg.	This is post-scheme shareholding pattern filed as per the requirements of Stock Exchanges prescribed in accordance with SEBI Master Circular dated November 23, 2021 relating to Schemes of Arrangement by Listed entities. This shareholding pattern is based on the shareholding data of Sterlite Technologies Limited (Demerged Company) as on March 31, 2023.
	a. If under 31(1)(b) then indicate the report for Quarter ending	
	b. If under 31(1)(c) then indicate date of allotment/distinguisher	
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-	
	<b>Particulars</b>	<b>Yes*</b>
	1 Whether the Listed Entity has issued any partly paid up shares?	No
	2 Whether the Listed Entity has issued any Convertible Securities or Warrants?	No
	3 Whether the Listed Entity has any shares against which depository receipts	No
	4 Whether the Listed Entity has any shares in locked-in?	No
	5 Whether any shares held by promoters are pledge or otherwise encumbered?	No
	6 Whether the listed entity has any significant beneficial owner?	Yes*
5	The tabular format for disclosure of holding of specified securities is as follows:-	

\*If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also whenever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission a of the format of holding of specified securities.

Certified to be true  
For STL Networks Limited

*Amit Deshpande*  
Amit Deshpande  
Authorized Signatory









Table 11 - Statement showing Shareholding pattern of the Non Promoter Shareholder

Sl. No.	Category of shareholder	No. of shares held (%)	No. of Public part or equity shares held (%)	No. of Partly paid-up equity shares held (%)	No. of shares underlying Depository Receipts (%)	Total no. shares held (S1 + S2 + S3 + S4) (%)	Shareholding as % of total no. of shares outstanding as per SCOR, 2016 (S5) No. of % of	Number of Voting Rights held in each class of securities (S6)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (%)	Shareholding as % of accounting net worth of the company as a percentage of shareholding	Number of Locked in shares (S7)		Number of Shares pledged or otherwise encumbered (S8)		Number of Equity shares held in dematerialized form (S9)	
								Number of Voting Rights					Total no. of % (S10+S11)	No. of	No. % of total Shares held (%)	No. of		No. % of total Shares held (%)
								Classroom A	Classroom B	Total								
S1	Government/PSU Bodies	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
S2	Central Govt. Bodies	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
S3	State Govt. Bodies	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
S4	Foreign Bodies/Foreign Funds/Foreign Institutional Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
S5	Foreign Individuals	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
S6	Foreign Bodies/Foreign Funds/Foreign Institutional Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
S7	Foreign Bodies/Foreign Funds/Foreign Institutional Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
S8	Foreign Bodies/Foreign Funds/Foreign Institutional Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
S9	Foreign Bodies/Foreign Funds/Foreign Institutional Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	

Notes:  
 1. This table shall be prepared in accordance with Section 87(1)(g) of the Companies Act, 2013 and the Companies (Share, Equity and Debenture) Regulations, 2012.  
 2. This table shall be prepared in accordance with the provisions of Section 87(1)(g) of the Companies Act, 2013 and the Companies (Share, Equity and Debenture) Regulations, 2012.  
 3. The shareholding pattern of the company shall be prepared in accordance with the provisions of Section 87(1)(g) of the Companies Act, 2013 and the Companies (Share, Equity and Debenture) Regulations, 2012.

Certified true and correct  
 For STL Networks Limited  
  
 Anand Kulkarni  
 Authorizing Signatory



STL Networks Limited

Table V- Statement showing details of significant beneficial owners (SBOs)

S.No.	Details of the SBO (I)		Details of the registered owner (II)			Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect (III)					Date of creation / acquisition of significant beneficial interest (iv)
	Name	Nationality	Name	Nationality	responsible in case of a foreign	Shares	Voting rights	Distributable dividend or any other distribution	Exercise of control	Exercise of significant influence	
1	Ami Agarwal	India	Twin Star Overseas Limited	Any other		23.00	0	0	No	No	26-03-21
2	Ami Agarwal	India	Vedanta Limited	Any other		1.00	0	0	No	No	26-03-21

STL Networks Limited is a majority-owned and controlled subsidiary of Twin Star Overseas Limited (TSOL). Volcan Investments Limited (Volcan) holds 100.0% of the share capital and 100.0% of the voting rights of TSOL. Volcan is a holding company, 100.0% beneficially owned and controlled by the Ami Agarwal Discretionary Trust (Trust). Candave PTC Limited (Candave) is the trustee of the Trust and the sole registered shareholder of Volcan. TSOL's shares are beneficially owned by Volcan which

For STL Networks Limited

  
Amit Deshpande  
Authorized Signatory



STL Networks Limited

Table VI- Statement showing foreign ownership limits

Particulars	Board approved limits(%)	Limits utilized(%)
As on shareholding date - Post Scheme	100.00	61.51
As on the end of previous 1st quarter	100.00	61.40
As on the end of previous 2nd quarter	100.00	61.45
As on the end of previous 3rd quarter	100.00	59.46
As on the end of previous 4th quarter	100.00	59.57

Certified to be true  
For STL Networks Limited



Amit Deshpande  
Authorized Signatory



## Price Waterhouse Chartered Accountants LLP

Independent Auditors' Report

\* 000318

To the Members of Sterlite Technologies Limited

Report on the Audit of the Standalone Financial Statements

### Opinion

1. We have audited the accompanying standalone financial statements of Sterlite Technologies Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and total comprehensive income (comprising of profit and other comprehensive loss), changes in equity and cash flows for the year then ended.

### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditors' Responsibilities for the audit of the standalone financial statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key audit matters

4. Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



Price Waterhouse Chartered Accountants LLP, 7th Floor, Tower A - Wing 1, Business Bay, Airport Road Yerwada, Pune - 411 006

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Registered office and head office: 11-A, Vahru Digambar Marg, Susheta Bhawan, Gate No 2, 1st Floor, New Delhi - 110002

Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/NS00018 (ICAI registration number before conversion was 012754N).

For Sterlite Technologies Limited  
*AN Deshpande*  
 Anil Deshpande  
 Company Secretary

For STL Networks Limited  
*AN Deshpande*  
 Authorised Signatory



**Price Waterhouse Chartered Accountants LLP**

**INDEPENDENT AUDITORS' REPORT**

To the Members of Sterlite Technologies Limited  
 Report on audit of the Standalone Financial Statements  
 Page 2 of 8

Key audit matter	How our audit addressed the key audit matter
<p><b>a. Recognition of revenue</b>                      (Refer note 2.1(b) note 3 and note 25 to the Standalone Financial Statements)</p>	
<p>The Company recognises revenue in accordance with Ind AS 115 "Revenue from Contracts with Customers". This involves application of significant judgements by the Management with respect to:</p> <ul style="list-style-type: none"> <li>• Combination of contracts entered into with the same customer;</li> <li>• Identification of distinct performance obligations;</li> <li>• Total consideration when the contract involves variable consideration;</li> <li>• Allocation of consideration to identified performance obligations; and</li> <li>• Recognition of revenue over a period of time or at a point in time, based on timing when control is transferred to customer.</li> </ul> <p>Further, for contracts where revenue is recognised over a period of time, the company makes estimates which impact the revenue recognition. Such estimates include, but are not limited to:</p> <ul style="list-style-type: none"> <li>• costs to complete,</li> <li>• contract risks, and</li> <li>• liquidated damages</li> </ul> <p>Further for ongoing contracts, management re-assesses the above estimates at each reporting date taking into account expected delays in completion of the performance obligations, cost escalations and available contract remedies.</p> <p>We focused on this area because a significant portion of the revenue generated requires management to exercise judgement and therefore could be subject to material misstatement due to fraud or error.</p>	<p><b>Our audit procedures included:</b></p> <p>Understood and evaluated the design and tested the operating effectiveness of key controls relating to revenue recognition.</p> <p>In respect of a sample of contracts, our procedures included, among other things:</p> <ul style="list-style-type: none"> <li>• Reading of selected contracts to identify significant terms of the contracts;</li> <li>• Assessing appropriateness of management's significant judgements in accounting for identified contracts such as identification of performance obligation and allocation of consideration to identified performance obligation;</li> <li>• Evaluation of the contract terms with respect to assessment of the date of transfer of control;</li> <li>• Testing of timing of recognition of revenue (including procedures related to cut off) in line with the terms of contracts;</li> <li>• Testing the appropriateness of key assumptions used by the Management in making estimates for contracts where revenue is recognised over time including the appropriateness and reasonability of Management's conclusion regarding the expected delays in estimated completion of the performance obligations and possible impact on key estimates;</li> <li>• Reading of the related contract terms and communications with the customers to assess the likelihood of availability of contractual remedies.</li> <li>• Testing of journal entries for unusual/ irregular revenue transactions, if any; and</li> <li>• Assessing adequacy of presentation and disclosures in the consolidated financial statements.</li> </ul> <p>Based on the above procedures, we did not note any significant exceptions in the estimates and judgements</p>



For Sterlite Technologies Limited  
*Ami Deshpande*  
 Ami Deshpande  
 Company Secretary

For STL Networks Limited  
*Ami Deshpande*  
 Authorised Signatory

**Price Waterhouse Chartered Accountants LLP**

INDEPENDENT AUDITORS' REPORT

To the Members of Sterlite Technologies Limited  
 Report on audit of the Standalone Financial Statements  
 Page 3 of 8

	<p>applied by the Management in revenue recognition including those relating to presentation and disclosures as required by Ind AS 115.</p>
<p><b>b. Valuation of contract assets and trade receivables - risk of credit losses</b>                  (Refer note 2.1 (n)(iii), note 3, note 7 and note 10 to the Standalone Financial Statements)</p> <p>The Company's trade receivables and contract assets amount to INR 2,154 crores and INR 1,373 crores as at March 31, 2023.</p> <p>A significant portion of contract assets and trade receivables are related to the Global Services Business (GSB). GSB is into the business of fibre roll out and end to end system integration wherein revenue is recognised over time.</p> <p>Such contracts are long term in nature and have inherent operational and contractual risks, like difference in billing and payment milestones, customer site acceptance, retention clauses, availability of funds with customers, potential disputes, etc., resulting in delays in billing and collection and risk of recoverability.</p> <p>The trade receivables and contract assets for other businesses are mainly related to contracts for sale of goods and time and material contracts.</p> <p>The expected credit loss provision is measured by the management using the simplified approach as prescribed by Ind AS 109: Financial Instruments.</p> <p>While the Company assesses the recoverability of receivable from each contract of GSB separately based on credit risk, project status, past history, latest discussion/ correspondence with the customers and legal opinions wherever applicable, the provision is estimated on an aggregate basis.</p> <p>For other businesses, a provision matrix is used to measure the lifetime expected credit losses as per the practical expedient prescribed under Ind AS 109.</p> <p>The trade receivables and contract assets are material to the standalone financial statements and as the assessment of their recoverability requires</p>	<p><b>Our audit procedures included:</b></p> <ul style="list-style-type: none"> <li>• Understanding and evaluating the accounting policy of the Company;</li> <li>• Evaluating the design and testing the operating effectiveness of the key controls on measurement of expected credit loss;</li> <li>• Understanding the reasons for aged / overdue balances including factors like project status and contractual terms through discussions with the management, corroborating by review of correspondences with the customers and site visits as necessary and obtaining management representations where necessary;</li> <li>• Assessing and challenging the appropriateness and completeness of the assumptions used by the Management in determining the expected credit loss by considering credit risk of the customer, cash collection, correspondences with the customers, etc;</li> <li>• Inquiring with the inhouse legal counsel regarding status of the disputed dues and reviewing and discussing the legal opinions obtained by the management with the external legal counsels wherever necessary;</li> <li>• Assessing and testing the appropriateness of inputs and assumptions used in the provision matrix; and</li> <li>• Assessing adequacy of the disclosures in the financial statements required to be made by the Management as per the applicable Ind AS requirements.</li> </ul> <p>Based on the above procedures performed, no significant observations were noted in management's assessment of valuation of trade receivables and contract assets.</p>

For STL Networks Limited

*A. Durgade*  
 Company Secretary



For STL Networks Limited

*A. Durgade*  
 Authorised Signatory

**Price Waterhouse Chartered Accountants LLP**

INDEPENDENT AUDITORS' REPORT

To the Members of Sterlite Technologies Limited  
 Report on audit of the Standalone Financial Statements  
 Page 4 of 8

<p>considerable management judgement, we determined this to be a key audit matter.</p>	
<p><b>c. Carrying value of investments in subsidiaries</b>                  (Refer note 2.1 (j), note 3, note 6 and note 8 to the Standalone Financial Statements)</p> <p>The carrying amount of loans to and investments in subsidiaries as of March 31, 2023 was INR 437 crores and INR 387 crores respectively.</p> <p>The Company accounts for investments in subsidiaries at cost (less accumulated impairment if any).</p> <p>The management reviews the carrying value of these investments at each reporting date and assesses if there are any indicators that the investment in subsidiaries are impaired and, performs an impairment analysis on these investments by making an estimate of recoverable amount, being the higher of fair value less costs to sell and value in use.</p> <p>The Management has estimated the recoverable value based on the value in use approach determined using discounted forecast cash flow model requiring judgements with certain key inputs like:</p> <ul style="list-style-type: none"> <li>• Future cashflows,</li> <li>• Discount rates,</li> <li>• Terminal growth rate,</li> <li>• Economic and entity specific factors incorporated in the valuation.</li> </ul> <p>The Company recognised a total impairment of INR 4 crores for the year ended March 31, 2023 (for the year ended March 31, 2022 - INR 22 crores) against these investments.</p> <p>We focused on this area due to significant carrying amount of the net investments in subsidiaries and the significant management judgement and estimates involved in making an estimate of the recoverable amount.</p>	<p><b>Our audit procedures included:</b></p> <ul style="list-style-type: none"> <li>• Understanding and evaluating the design and testing of operating effectiveness of key controls around management's assessment of impairment and estimation of recoverable amount of value of investments;</li> <li>• Evaluating the information based on which the impairment indicators are identified such as financial conditions, order in hands, market condition in which these entities operate;</li> <li>• Involving our valuation experts to assist in assessing the appropriateness of valuation model, discount rate and terminal growth rate;</li> <li>• Evaluating the cash flow forecasts by comparing them to budgets, actual past results and our understanding of internal and external factors;</li> <li>• Testing the mathematical accuracy of the underlying calculations;</li> <li>• Testing the completeness and accuracy of the underlying data used in the assessment;</li> <li>• Performing sensitivity analysis and evaluating whether any reasonably foreseeable change in assumptions could lead to impairment; and</li> <li>• Assessing the adequacy of disclosures in the financial statements.</li> </ul> <p>Based on the above procedures, we did not note any significant exceptions in the estimates and judgements applied by the Management in impairment assessment of investments in subsidiaries including those relating to presentation and disclosures as required by Ind AS 36.</p>



For Sterlite Technologies Limited  
*Amit Deshpande*  
 Amit Deshpande  
 Company Secretary

For STL Networks Limited  
*Amit Deshpande*  
 Authorised Signatory

## Price Waterhouse Chartered Accountants LLP

### INDEPENDENT AUDITORS' REPORT

To the Members of Sterlite Technologies Limited  
Report on audit of the Standalone Financial Statements  
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#### Other Information

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors' Report, but does not include the standalone financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### Responsibilities of management and those charged with governance for the standalone financial statements

6. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
7. In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

#### Auditors' responsibilities for the audit of the standalone financial statements

8. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.



For STL Networks Limited

*A. D. Durgade*  
Company Secretary

For STL Networks Limited

*A. D. Durgade*  
Authorized Signatory

## Price Waterhouse Chartered Accountants LLP

### INDEPENDENT AUDITORS' REPORT

To the Members of Sterlite Technologies Limited  
Report on audit of the Standalone Financial Statements  
Page 6 of 8

9. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
10. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
11. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
12. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on other legal and regulatory requirements

13. As required by the Companies (Auditors' Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For Sterlite Technologies Limited

*A. D. D. D. D.*  
Company Secretary



For STL Networks Limited

*A. D. D. D. D.*  
Authorised Signatory



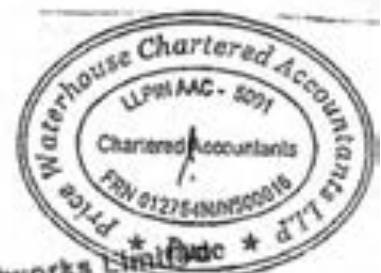
## Price Waterhouse Chartered Accountants LLP

### INDEPENDENT AUDITORS' REPORT

To the Members of Sterlite Technologies Limited  
Report on audit of the Standalone Financial Statements  
Page 7 of 8

14. As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except that in respect of certain books and papers backup is not maintained in India.
- (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive loss), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 14(b) above.
- (g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer note 21 and 37 to the standalone financial statements;
  - ii. The Company was not required to recognise a provision as at March 31, 2023 under the applicable law or accounting standards, as it does not have any material foreseeable losses on long-term contracts. The Company did not have any long-term derivative contracts as at March 31, 2023.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year.



For Sterlite Technologies Limited  
*A. Deshpande*  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
*A. Deshpande*  
Authorised Signatory

### Price Waterhouse Chartered Accountants LLP

#### INDEPENDENT AUDITORS' REPORT

To the Members of Sterlite Technologies Limited  
Report on audit of the Standalone Financial Statements  
Page 8 of 8

- iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer note 8 to the standalone financial statements);
  - (b) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer note 18 to the standalone financial statements); and
  - (c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
  - v. The dividend declared and paid during the year by the Company is in compliance with Section 123 of the Act.
  - vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for books of account to have the feature of audit trail, edit log and related matters in the accounting software used by the Company, is applicable to the Company only with effect from financial year beginning April 1, 2023, the reporting under clause (g) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), is currently not applicable.
15. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016

Neeraj Sharma  
Partner  
Membership Number: 108391  
UDIN: 23108391BG7BUQ1530  
Place: Mumbai  
Date: May 17, 2023



For STL Networks Limited  
*A. S. Yadav*  
Authorized Signatory

For Sterlite Technologies Limited

*A. S. Yadav*  
Company Secretary

## Price Waterhouse Chartered Accountants LLP

### Annexure A to Independent Auditors' Report

Referred to in paragraph 14(g) of the Independent Auditors' Report of even date to the members of Sterlite Technologies Limited on the standalone financial statements for the year ended March 31, 2023  
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### Report on the Internal Financial Controls with reference to Standalone Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to standalone financial statements of Sterlite Technologies Limited ("the Company") as of March 31, 2023, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to standalone financial statements.

For Sterlite Technologies Limited  
*A V Deshpande*  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
*A V Deshpande*  
Authorised Signatory





## Price Waterhouse Chartered Accountants LLP

### Annexure A to Independent Auditors' Report

Referred to in paragraph 14(g) of the Independent Auditors' Report of even date to the members of Sterlite Technologies Limited on the standalone financial statements for the year ended March 31, 2023  
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### Meaning of Internal Financial Controls with reference to standalone financial statements

6. A Company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.


### Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

7. Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

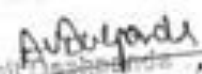
8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

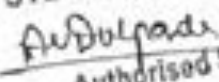
For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016

  
Neeraj Sharma  
Partner

Membership Number: 108391  
UDIN: 23108391BGTBUQ1530  
Place: Mumbai  
Date: May 17, 2023

For Sterlite Technologies Limited

  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
  
Authorised Signatory



## Price Waterhouse Chartered Accountants LLP

### Annexure B to Independent Auditors' Report

Referred to in paragraph 13 of the Independent Auditors' Report of even date to the members of Sterlite Technologies Limited on the standalone financial statements as of and for the year ended March 31, 2023  
Page 1 of 8

- i. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.
- (B) The Company is maintaining proper records showing full particulars of Intangible Assets.
- (b) The Property, Plant and Equipment are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. Further, the physical verification of the cables is impractical due to the manner in which they have been installed/laid.
- (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in note 4 to the standalone financial statements, are held in the name of the Company.
- (d) The Company has chosen cost model for its Property, Plant and Equipment (including Right of Use assets) and intangible assets. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of Use assets) or intangible assets does not arise.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its standalone financial statements does not arise. (Also Refer note 4 to the standalone financial statements).
- ii. (a) The physical verification of inventory excluding stocks with third parties has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
- (b) During the year, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks and financial institutions on the basis of security of current assets. The Company has filed quarterly returns or statements with such banks and financial institutions, which are not in agreement with the unaudited books of account as set out below (Also refer note 49 to the standalone financial statements).

For Sterlite Technologies Limited

*A. D. Dey*  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
*A. D. Dey*  
Authorised Signatory



## Price Waterhouse Chartered Accountants LLP

### Annexure B to Independent Auditors' Report

Referred to in paragraph 13 of the Independent Auditors' Report of even date to the members of Sterlite Technologies Limited on the standalone financial statements for the year ended March 31, 2023  
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(in crores)							
Name of the Bank/ Financial Institution	Aggregate working capital limits sanctioned	Nature of Current Asset offered as Security	Quarter ended	Amount disclosed as per quarterly return/ statement (in crores)	Amount as per books of account (in crores)	Differenc e	Reason for difference
ICICI Bank	767	Inventories , Trade receivables and contract assets	March 31, 2023				
State Bank of India	755		Trade receivables and contract assets	3,532	3,527	5	The difference is on account of period end regroupings.
Yes Bank Limited	150						
HDFC Bank Limited	300						
Axis Bank Limited	450						
IDFC First Bank Limited	275						
Indusind bank limited	335						
Bank of Baroda	247						
RBL Bank Limited	200						
Deutsche Bank AG	275						
The Federal Bank Limited	250						
IDBI Bank Limited	220						
Union Bank of India	110						
Export-Import Bank of India	80						
Citi Bank	135						

For Sterlite Technologies Limited

*A. Deshpande*  
Amit Deshpande  
Company Secretary

For STL Networks Limited

*A. Deshpande*  
Authorised Signatory



**Price Waterhouse Chartered Accountants LLP**

**Annexure B to Independent Auditors' Report**

Referred to in paragraph 13 of the Independent Auditors' Report of even date to the members of Sterlite Technologies Limited on the standalone financial statements for the year ended March 31, 2023  
Page 3 of 8

iii. (a) The Company has made investments in one company and five mutual fund schemes, granted unsecured loans to six companies, 51 other parties and stood guarantee to one company. The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to subsidiaries, joint ventures and associates and to parties other than subsidiaries, joint ventures and associates are as per the table given below:

	Guarantees	Security	(in crores) Loans
Aggregate amount granted/ provided during the year			
- Subsidiaries	24	Nil	1,295
- Joint Ventures	Nil	Nil	Nil
- Associates	Nil	Nil	Nil
- Others	Nil	Nil	1
Balance outstanding as a balance sheet date in respect of the above case			
- Subsidiaries	24	Nil	182
- Joint Ventures	Nil	Nil	Nil
- Associates	Nil	Nil	Nil
- Others	Nil	Nil	0*

(Also refer note 8 to the standalone financial statements)

\* Amount is below the rounding off norm followed by the Company

- (b) In respect of the aforesaid investments, guarantees and loans, the terms and conditions under which such loans were granted, investments were made and guarantees provided are not prejudicial to the Company's interest.
- (c) In respect of the aforesaid loans, the schedule of repayment of principal and payment of interest has been stipulated as repayable on demand, and the parties are repaying the principal amounts, as stipulated, and are also regular in payment of interest, as applicable.
- (d) In respect of the aforesaid loans, there is no amount which is overdue for more than ninety days.
- (e) There were no loans or advances in the nature of loans and which fell due during the year and were renewed or extended. Further, no fresh loans were granted to same parties to settle the existing overdue loans or advances in nature of loan.
- (f) Following loans were granted during the year, to related parties under Section 2(76), which are repayable on demand:

For Sterlite Technologies Limited  
Anil Bhatnagar  
Company Secretary

For STL Networks Limited  
Anil Bhatnagar  
Authorised Signatory



## Price Waterhouse Chartered Accountants LLP

### Annexure B to Independent Auditors' Report

Referred to in paragraph 13 of the Independent Auditors' Report of even date to the members of Sterlite Technologies Limited on the standalone financial statements for the year ended March 31, 2023

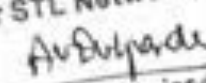
Page 4 of 8

	All Parties	Promoters	Related Parties
Aggregate of loans - Repayable on demand	1,295	Nil	1,295
- Agreement does not specify any terms or period of repayment	Nil	Nil	Nil
Percentage of loans to the total loans outstanding at the year end	295%	Nil	295%

(Also refer note 8 to the standalone financial statements)

- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits referred in Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues in respect of provident fund, goods and services tax and income tax though there has been a slight delay in few cases, and is regular in depositing undisputed statutory dues, including duty of customs, cess and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues of goods and services tax, provident fund, employees' state insurance, sales tax and duty of excise which have not been deposited on account of any dispute. The particulars of dues of income tax and duty of customs as at March 31, 2023, which have not been deposited on account of a dispute, are as follows:

For Sterlite Technologies Limited  
  
 Amit Deshpande  
 Company Secretary

For STL Networks Limited  
  
 Authorized Signatory



## Price Waterhouse Chartered Accountants LLP

### Annexure B to Independent Auditors' Report

Referred to in paragraph 13 of the Independent Auditors' Report of even date to the members of Sterlite Technologies Limited on the standalone financial statements for the year ended March 31, 2023

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Name of the statute	Nature of dues	Amount (Rs. In crores)	Period to which the amount relates	Forum where the dispute is pending
Customs Act, 1962	Custom Duty	67.82	2001-03	CESTAT, Mumbai
	Custom Duty	0.68	2011-16	CESTAT, Ahmedabad
	Custom Duty	1.53	2013-14	CESTAT, Mumbai
	Custom Duty	1.54	2014-19	Commissioner (Appeals), Mumbai
	Custom Duty	15.00	2002-03	Supreme Court of India
Goods and Service Tax, 2017	Goods and Service Tax	2.48	2020-21	Deputy Commissioner
	Goods and Service Tax	0.09	2017-18	Deputy Commissioner
	Goods and Service Tax	0.39	2018-19	Deputy Commissioner
Income Tax Act, 1961	Income Tax	17.46	AY 2018-19	Commissioner (Appeals)
	Income Tax	3.88	AY 2013-14, AY 2015-16	Commissioner (Appeals) - Mumbai
	Income Tax	1.20	AY 2002-03	Mumbai High Court
	Income Tax	0.07	AY 2001-02	Mumbai High Court
	Income Tax	0.43	AY 2014-15, AY 2016-17	Commissioner (Appeals) - Pune
	Income Tax	1.14	AY 2020-21	Commissioner (Appeals)
	Income Tax	0.83	AY 2021-22	Commissioner (Appeals)
	Income Tax	0.19	AY 2018-19	Commissioner (Appeals)
	Income Tax	0.33	AY 2011-12, AY 2013-14	Commissioner (Appeals) - Ahmedabad
	Income Tax	0.53	AY 2012-13	Gujarat High Court
	Income Tax	0.12	AY 2009-10, AY 2010-11	Income Tax Appellate Tribunal - Ahmedabad
	Income Tax	5.12	AY 2017-18	Additional Commissioner of Income Tax Delhi

For Sterlite Technologies Limited

*A. D. Durgade*  
 Authorised Signatory  
 Company Secretary

For STL Networks Limited

*A. D. Durgade*  
 Authorised Signatory



## Price Waterhouse Chartered Accountants LLP

### Annexure B to Independent Auditors' Report

Referred to in paragraph 13 of the Independent Auditors' Report of even date to the members of Sterlite Technologies Limited on the standalone financial statements for the year ended March 31, 2023  
Page 6 of 8

- viii. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- ix. (a) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year. As stated in note 37 to the standalone financial statements, the Company continues to dispute amounts aggregating Rs. 19 crores claimed by a bank in the earlier years, towards import consignments under letter of credit not accepted by the Company, owing to discrepancies in documents. Since the matter is in dispute, we are unable to determine whether there is a default in repayment of dues to the said bank.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority. (Also refer note 18 to the standalone financial statements).
- (c) In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained. (Also refer note 18 to the standalone financial statements)
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For Sterlite Technologies Limited  
Anil Deshpande  
Company Secretary

For STL Networks Limited  
A. D. Durgade  
Authorized Signatory



## Price Waterhouse Chartered Accountants LLP

### Annexure B to Independent Auditors' Report

Referred to in paragraph 13 of the Independent Auditors' Report of even date to the members of Sterlite Technologies Limited on the standalone financial statements for the year ended March 31, 2023  
Page 7 of 8

- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, the Company has received whistle-blower complaints during the year, which have been considered by us for any bearing on our audit and reporting under this clause.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the standalone financial statements as required under Indian Accounting Standard 24 "Related Party Disclosures" under Section 133 of the Act.
- xiv. (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) The reports of the Internal Auditor for the period under audit have been considered by us.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) Based on the information and explanations provided by the management of the Company, the Group does not have any CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year
- xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause (xviii) is not applicable.

For Sterlite Technologies Limited

*A. V. Dey*  
Authorized Signatory  
Company Secretary

For STL Networks Limited  
*A. V. Dey*  
Authorized Signatory





## Price Waterhouse Chartered Accountants LLP

### Annexure B to Independent Auditors' Report

Referred to in paragraph 13 of the Independent Auditors' Report of even date to the members of Sterlite Technologies Limited on the standalone financial statements for the year ended March 31, 2023

Page 8 of 8

- xix. According to the information and explanations given to us and on the basis of the financial ratios (Also refer note 41 to the standalone financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.
- xx. As at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Price Waterhouse Chartered Accountants LLP

Firm Registration Number:012754N/N500016

Neeraj Sharma

Partner

Membership Number: 10839

UDIN: 23108391BGTBUQ1530

Place: Mumbai

Date: May 17, 2023

For Sterlite Technologies Limited

*AV Deshpande*  
Amil Deshpande  
Company Secretary

For STL Networks Limited

*AV Deshpande*  
Authorised Signatory



**STERILITE TECHNOLOGIES LIMITED**  
**BALANCE SHEET AS AT MARCH 31, 2012**  
 (All amounts are in ₹ crore, unless otherwise stated)

	Notes	31 March 2012	31 March 2011
<b>ASSETS</b>			
<b>I. Non-current assets</b>			
Property, plant & equipment	1	1,945	1,718
Capital work-in-progress	4	55	87
Intangible assets	5	23	31
Financial assets			
(i) Investments	6	367	297
(ii) Loans	8	407	413
(iii) Other financial assets	9	11	19
Other non-current assets	10	44	76
<b>Total Non-current Assets</b>		<b>3,802</b>	<b>3,551</b>
<b>II. Current assets</b>			
Inventories	11	419	441
Financial assets			
(i) Investments	12	49	-
(ii) Trade receivables	7	2,154	1,940
(iii) Cash and cash equivalents	13	158	279
(iv) Other bank balances	14	37	117
(v) Loans	8	8	0
(vi) Other financial assets	9	139	117
Current assets	15	2,975	3,204
Other current assets	16	402	390
Assets classified as held for sale	17	38	-
<b>Total Current Assets</b>		<b>4,422</b>	<b>4,894</b>
<b>Total Assets</b>		<b>8,224</b>	<b>8,445</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	18	30	41
Other equity	17	1,804	1,767
<b>Total Equity</b>		<b>1,834</b>	<b>1,808</b>
<b>Liabilities</b>			
<b>I. Non-current liabilities</b>			
Financial liabilities			
(i) Borrowings	19	678	972
(ii) Lease liabilities	4	50	63
(iii) Other financial liabilities	20	52	4
Employee benefit obligations	24	25	48
Provisions	21	8	1
Deferred tax liabilities (net)	22A	44	37
<b>Total Non-current Liabilities</b>		<b>817</b>	<b>1,125</b>
<b>II. Current liabilities</b>			
Financial liabilities			
(i) Borrowings	19	1,291	1,869
(ii) Lease liabilities	4	39	32
(iii) Trade payables	23		
(A) total outstanding dues of creditors and small enterprises under MSME		211	179
(B) total outstanding dues of creditors other than small and medium enterprises		5,775	2,136
(iv) Other financial liabilities	25	225	303
Current liabilities	26	466	177
Employee benefit obligations	24	18	34
Provisions	21	96	34
Other current liabilities	22	39	63
<b>Total Current Liabilities</b>		<b>4,404</b>	<b>4,434</b>
Liabilities directly associated with assets classified as held for sale	17	-	-
<b>Total Liabilities</b>		<b>4,404</b>	<b>4,434</b>
<b>Total Equity &amp; Liabilities</b>		<b>8,224</b>	<b>8,445</b>

**Summary of significant accounting policies**

The accompanying notes are an integral part of the financial statements  
 As per the opinion of the auditor

For Sterlite Technologies Limited  
 For and on behalf of the Board of Directors of Sterlite Technologies Limited

*[Signature]*  
 Nitish Sharma  
 Director  
 Membership Number: 108219

*[Signature]*  
 Pratik Agarwal  
 Vice Chairman & Whole-time Director  
 DIN: 0012296

*[Signature]*  
 Anil Agarwal  
 Managing Director  
 DIN: 02144332

*[Signature]*  
 Tushar Kulkarni  
 Chief Financial Officer  
 DIN: 0012296

*[Signature]*  
 Anil Deshpande  
 Company Secretary



Place: Mumbai  
 Date: 17 May 2012

Place: Mumbai  
 Date: 17 May 2012

For Sterlite *[Signature]* Limited  
 Anil Deshpande  
 Company Secretary

For STL Networks Limited  
*[Signature]*  
 Anil Deshpande  
 Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023**  
 (All amounts are in ₹ crore, unless otherwise stated)

	Notes	31 March 2023	31 March 2022
<b>Continuing Operations</b>			
<b>INCOME</b>			
Revenue from operations	23	5,136	4,836
Other income	26	175	38
<b>Total Income (I)</b>		<b>5,311</b>	<b>4,914</b>
<b>EXPENSES</b>			
Cost of raw materials and components consumed	37	3,502	2,983
Purchase of finished goods		175	161
(Increase) / decrease in inventories of finished goods, work-in-progress and stocked goods	27	71	(118)
Employee benefit expense	38	477	460
Other expenses (includes net impairment losses of financial assets and contract assets of ₹ 72 crore) (31 March 2022 : ₹ 112 crore)	29	1,389	1,177
<b>Total Expense (II)</b>		<b>4,615</b>	<b>4,299</b>
<b>Earnings before exceptional items, interest, tax, depreciation and amortisation (EBITDA) (I) - (II)</b>		<b>696</b>	<b>615</b>
Depreciation and amortisation expense	30	202	198
Finance costs	31	280	216
<b>Profit before exceptional items and tax</b>		<b>433</b>	<b>235</b>
Exceptional items	44	-	32
<b>Profit before tax from continuing operations</b>		<b>433</b>	<b>267</b>
<b>Tax expense:</b>			
Current tax	32	102	111
Deferred tax		(8)	(28)
<b>Total tax expense</b>		<b>94</b>	<b>83</b>
<b>Profit for the year from continuing operations</b>		<b>339</b>	<b>184</b>
Discontinued operations			
Loss for the year from discontinued operations after tax	15	(260)	(132)
<b>Profit for the year (A)</b>		<b>79</b>	<b>52</b>
<b>Other comprehensive income/(loss)</b>			
<b>Items that may be reclassified to profit or loss in subsequent periods:</b>			
Net movement on cash flow hedges	17	(37)	9
Income tax effect on the above	17	9	(9)
<b>Net other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods</b>		<b>(28)</b>	<b>0</b>
<b>Items that will not be reclassified to profit or loss in subsequent periods:</b>			
Remeasurements of defined employee benefits plans		4	4
Income tax effect on the above		(1)	(1)
<b>Net other comprehensive income not to be reclassified to profit or loss in subsequent periods</b>		<b>3</b>	<b>3</b>
<b>Other comprehensive income/(loss) for the year, net of tax (B)</b>		<b>(25)</b>	<b>3</b>
<b>Total comprehensive income for the year (A+B)</b>		<b>54</b>	<b>55</b>
<b>Total comprehensive income arises from:</b>			
Continuing operations		311	218
Discontinued operations		(260)	(132)



For Sterlite Technologies Limited

*A V Dulpada*  
 Company Secretary



For STL Networks Limited

*A V Dulpada*  
 Authorised Signatory



**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023**  
(All amounts are in ₹ crore, unless otherwise stated)


	Notes	31 March 2023	31 March 2022
Earnings/(loss) per equity share (Amounts in ₹) (Face Value ₹ 2 per share)	34		
<b>Basic</b>			
From continuing operations		8.42	5.39
From discontinued operations		(6.53)	(3.32)
From continuing and discontinued operations		1.89	2.07
<b>Diluted</b>			
From continuing operations		8.41	5.37
From discontinued operations		(6.53)	(3.32)
From continuing and discontinued operations		1.88	2.04
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.  
As per our report of even date

For Price Waterhouse Chartered Accountants LLP  
Firm Registration No: 012734NN000014

For and on behalf of the Board of Directors of Sterlite Technologies Limited

  
Navej Sharma  
Partner  
Membership Number : 104391

  
Vinay Agarwal  
Vice Chairman & Whole-time Director  
DIN : 0213096

  
Ashir Agarwal  
Managing Director  
DIN : 03344302

  
Anshu Soni  
Chief Financial Officer

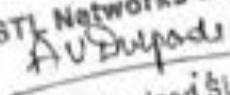
  
Amit Deshpande  
Company Secretary



Place: Mumbai  
Date: 17 May 2023

Place: Mumbai  
Date: 17 May 2023

For Sterlite Technologies Limited  
  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
  
Amit Deshpande  
Authorised Signatory



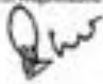
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023**  
(All amounts are in ₹ crore, unless otherwise stated)

Earnings/(loss) per equity share (Amounts in ₹) (Face Value ₹ 2 per share)	Notes	31 March 2023	31 March 2022
<b>Basic</b>			
From continuing operations		8.42	3.39
From discontinued operation		(6.53)	(3.32)
From continuing and discontinued operations		1.89	2.07
<b>Diluted</b>			
From continuing operations		8.41	3.37
From discontinued operation		(6.53)	(3.32)
From continuing and discontinued operations		1.88	2.04
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.  
As per our report of even date

For Price Waterhouse Chartered Accountants LLP  
Firm Registration No: 012754/N/300016

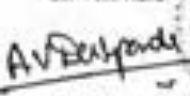
For and on behalf of the Board of Directors of Steris Technologies Limited

  
Navej Sharma  
Partner  
Membership Number: 108291

  
Pravin Agarwal  
Vice Chairman & Whole-time Director  
DIN: 00023996

  
Anshu Agarwal  
Managing Director  
DIN: 03344202

  
Tarun Singh  
Chief Financial Officer

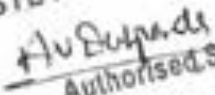
  
Amit Deshpande  
Company Secretary



Place: Mumbai  
Date: 17 May 2023

Place: Mumbai  
Date: 17 May 2023

For Steris Technologies Limited  
  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
  
Amit Deshpande  
Authorised Signatory



**STERILITE TECHNOLOGIES LIMITED**  
**STATEMENT OF CHANGES IN EQUITY**  
 (All amounts are in ₹ crore, unless otherwise stated)

**A. EQUITY SHARE CAPITAL**

Equity shares of ₹ 2 each (issued, subscribed and fully paid)  
 As at 31 April 2022  
 Change in equity share capital  
 As at 31 March 2022  
 Change in equity share capital  
 As at 31 March 2021

Year	No. of Shares	Amount
	25,00,000	50
	4,11	8
	29,11	58
	3,08	6
	32,19	64

**B. OTHER EQUITY**

	Reserves and surplus							Other Reserves	Total
	Capital Reserve	Securities Premium	Employee Stock Option Outstanding	Debitors Subscriptions Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings	Cash Flow Hedge Reserve	
<b>As at 31 March 2022</b>	1,78	12	37	27	3	10	1,26	8	1,77
Profit for the year	-	-	-	-	-	-	43	-	43
Other comprehensive income for the year	-	-	-	-	-	-	2	-	2
Total comprehensive income for the year	-	-	-	-	-	-	45	-	45
Amount transferred to general reserve	-	-	-	(17)	-	37	-	-	20
Transferred to statement of profit and loss (net)	-	-	-	-	-	-	-	(13)	(13)
Transactions with reserves in their capacity as reserves	-	-	-	-	-	-	-	-	-
Employee stock option exercised	-	11	(18)	-	-	-	-	-	-
Employee stock option expense for the year (note 23)	-	-	13	-	-	-	-	-	13
Equity dividend (note 40)	-	-	-	-	-	-	(7)	-	(7)
<b>As at 31 March 2022</b>	1,78	23	29	-	3	10	1,29	1	1,74
Profit for the year	-	-	-	-	-	-	21	-	21
Other comprehensive income for the year	-	-	-	-	-	-	3	-	3
Total comprehensive income for the year	-	-	-	-	-	-	24	-	24
Transactions with reserves in their capacity as reserves	-	-	-	-	-	-	-	-	-
Employee stock option exercised	-	11	(18)	-	-	-	-	-	-
Employee stock option expense for the year (note 23)	-	-	9	-	-	-	-	-	9
Equity dividend (note 40)	-	-	-	-	-	-	(24)	-	(24)
<b>As at 31 March 2021</b>	1,78	14	20	-	3	10	1,06	(12)	1,05

The accompanying notes are an integral part of the financial statements for the year ended on this date.

For **Prata Wadhawan Chartered Accountants LLP**  
 Firm Registration No. 012734/0000016

*[Signature]*  
 Name: **Prata Wadhawan**  
 Position: **Partner**  
 Membership Number: **(10276)**

For and on behalf of the Board of Directors of **Sterilite Technologies Limited**

*[Signature]*  
 Name: **Pratik Agarwal**  
 Position: **Vice Chairman & Whole-time Director**  
 DIN: **00022094**

*[Signature]*  
 Name: **Tarun Singh**  
 Position: **Chief Financial Officer**

*[Signature]*  
 Name: **Prata Wadhawan**  
 Date: **17 May 2022**

*[Signature]*  
 Name: **Anil Agarwal**  
 Position: **Managing Director**  
 DIN: **00344002**

*[Signature]*  
 Name: **Anil Deshpande**  
 Position: **Company Secretary**



Place: **Mumbai**  
 Date: **17 May 2022**

For **Sterilite Technologies Limited**

*[Signature]*  
 Name: **Anil Deshpande**  
 Position: **Company Secretary**

For **STL Networks Limited**

*[Signature]*  
 Name: **Anil Deshpande**  
 Position: **Authorised Signatory**



**STERLITE TECHNOLOGIES LIMITED**  
**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2022**  
(All amounts are in ₹ Crores, unless otherwise stated)

	31 March 2022	31 March 2021
<b>A. Operating activities</b>		
Profit before tax	493	388
From continuing operations	(328)	(177)
From discontinued operations	83	111
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation and impairment of property, plant & equipment	261	189
Amortisation and impairment of intangible assets	19	19
Provision for doubtful debts and advances	54	102
Bad debts / advances written off	26	-
Dividend from subsidiary	(47)	-
Profit on buy-back of shares	(17)	-
Impairment provision for investment in subsidiaries	38	22
(Gain)/ Loss on sale of property, plant and equipment, net including gain on compromise of lease	99	(98)
Profit on sale of investments	-	(20)
Rental income	(1)	(8)
Employee stock option expense	9	13
Profit from sale of business undertaking	(93)	-
Finance costs (including interest pertaining to Ind AS 110)	280	219
Finance income	(28)	(24)
Unrealised exchange differences	(79)	(3)
	<u>87</u>	<u>498</u>
Operating profit before working capital changes	879	861
Working capital adjustments:		
Increase/(decrease) in trade payables	(216)	403
Increase/(decrease) in long-term provisions	(1)	9
Increase/(decrease) in short-term provisions	41	14
Increase/(decrease) in other current liabilities	(4)	25
Increase/(decrease) in other current financial liabilities	4	(1)
Increase/(decrease) in contract liabilities	17	13
Increase/(decrease) in other non-current financial liabilities	13	(7)
Increase/(decrease) in non-current employee benefit obligations	(7)	(4)
Increase/(decrease) in current employee benefit obligations	(3)	2
Decrease / (Increase) in trade receivables	(428)	(348)
Decrease / (Increase) in inventories	34	(81)
Decrease / (Increase) in loans given to related parties	-	13
Decrease / (Increase) in other non-current loans	9	(9)
Decrease / (Increase) in other current financial assets	(13)	(13)
Decrease / (Increase) in financial assets	(14)	42
Decrease / (Increase) in other non-current financial assets	4	8
Decrease / (Increase) in other current assets	(17)	(5)
Decrease / (Increase) in other non-current assets	(2)	-
Change in working capital	(811)	(236)
Cash generated from operations	(41)	625
Interest on paid (net of receipts)	47	(148)
Net cash inflow from operating activities (A)	<u>(34)</u>	<u>487</u>
<b>B. Investing activities*</b>		
Payments for property, plant and equipment	(143)	(487.67)
Receipts of government grant for investment in property, plant & equipment	14	(28.89)
Purchase of intangible assets	(2)	(4.89)
Proceeds from sale of property, plant and equipment	28	27.00
Acquired in subsidiaries	(114)	(21.72)
Proceeds from sale of non-current investments	-	44.88
Proceeds/(Increase) in short term debt	10	19.94
Proceeds from buy-back of subsidiaries shares	15	-
Dividend from subsidiary	47	-
Proceeds from sale of current investments	100	(80.00)
Loans given to related parties	(210)	(283.24)
Repayment of loans by related parties	825	187.68
Proceeds from sale of investments in subsidiaries	(9)	9.36
Net movement in other long-term balances	68	(41.54)
Proceeds from sale of business undertaking	15	-
Rental income	1	1.95
Interest received	2	14.28
	<u>(13)</u>	<u>(296)</u>
Net cash outflow from investing activities (B)	<u>(13)</u>	<u>(296)</u>
<b>C. Financing activities*</b>		
Proceeds from long-term borrowings	342	446
Repayment of long-term borrowings	(421)	(229)
Proceeds/(Repayment) of short-term borrowings (net)	40	181
Proceeds from issue of shares against employee stock options	8	-
Interest paid (including interest pertaining to Ind AS 110)	(28)	(22.0)
Principal receipts of loan payments	(22)	(18)
Dividend paid on equity shares	(20)	(7)
	<u>79</u>	<u>187</u>
Net cash inflow/(outflow) from financing activities (C)	<u>79</u>	<u>187</u>
Net (increase)/decrease in cash and cash equivalents (A+B+C)	(107)	268

\* Net cash outflow and investing activities during the year pertain to acquisition of rights to use assets of IT assets (31 March 2022: ₹ 18 crores)



**STERLITE Technologies Limited**  
**Amrit Deshpande**  
 Company Secretary



**Sterlite Networks Limited**  
**Amrit Deshpande**  
 Authorised Signatory

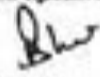
**STERLITE TECHNOLOGIES LIMITED**  
**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2023**  
 (All amounts are in ₹ crore, unless otherwise stated)


	31 March 2023	31 March 2022
Cash and cash equivalents as at the beginning of the year (Refer note 13)	275	76
Cash and cash equivalents as at the year end (Refer note 13)	138	275
<b>Components of cash and cash equivalents:</b>		
	31 March 2023	31 March 2022
Balance with banks:		
Cash on hand	128	275
Total cash and cash equivalents	128	275


The accompanying notes are an integral part of the financial statements  
 As per our report of every date

For Priva Waterflow Chartered Accountants LLP  
 Firm Registration No. 811756/09/200811

For and on behalf of the Board of Directors of Sterlite Technologies Limited


  
 Nagesh Sharma  
 Partner  
 Membership Number: 126071


  
 Parik Agarwal  
 Vice Chairman & Whole-time Director  
 DIN: 1090296

  
 Tushar Singh  
 Chief Financial Officer

  
 Amit Deshpande  
 Director

Place: Mumbai  
 Date: 17 May 2023

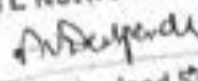
  
 Amit Deshpande  
 Managing Director  
 DIN: 10364262

  
 Amit Deshpande  
 Company Secretary



Place: Mumbai  
 Date: 17 May 2023

For Sterlite Technologies Limited  
  
 Amit Deshpande  
 Company Secretary

For STL Networks Limited  
  
 Authorized Signatory





**Sterlite Technologies Limited**

Notes to standalone financial statements for the year ended 31 March 2023

**1. Corporate information**

Sterlite Technologies Limited (the Company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on two stock exchanges in India. The registered office of the Company is located at 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra- 411001, India. The Company's operations primarily relates to telecom sector including manufacturing of telecom products, telecom services and providing digital and technology solutions.

The Company is a global leader in end-to-end data network solutions. The company designs and deploy high-capacity converged fiber cables and wireless networks. With expertise ranging from optical fiber and cables, hyper-scale network design, and deployment and network software, the company is the industry's leading integrated solutions provider for global data networks. The company partners with global telecom companies, cloud companies, citizen networks and large enterprises to design, build and manage such cloud-native software-defined networks.

**2. Significant accounting policies**

This note provides a list of the significant accounting policies adopted in the preparation of these standalone financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

**2.1 Basis of preparation**

The standalone financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The standalone Ind AS financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

- Derivative financial instruments;
- Certain financial assets and liabilities measured at fair value
- Share based payments
- Defined benefit plans - plan assets measured at fair value
- Asset held for sale – measured at fair value less cost to sale.

The standalone Ind AS financial statements are presented in Indian Rupees in Crores, except when otherwise indicated.

**Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

For Sterlite Technologies Limited  
Amit Deshpande  
Company Secretary

Amit Deshpande  
Company Secretary

For STL Networks Limited  
Amit Deshpande  
Authorised Signatory

Amit Deshpande  
Authorised Signatory



**Sterlite Technologies Limited**

Notes to standalone financial statements for the year ended 31 March 2023

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle of the Company is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of products and the time between the acquisitions of assets for processing and their realisation in cash and cash equivalents, the company has ascertained operating cycle of 12 months for the purpose of current and non-current classification of assets and liabilities.

**a) Foreign currency translation**

**Functional and presentation currency**

Items included in the financial statements of the company are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is company's functional and presentation currency.

**Transactions and balances**

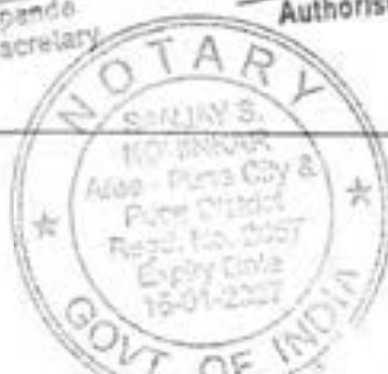
Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss within finance costs. All other foreign exchange gains and losses are presented in the Statement of profit and loss on the basis of underlying transactions.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equity investments classified as FVOCI are recognised in other comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

For Sterlite Technologies Limited For STL Networks Limited  
*Amit Deshpande*  
 Amit Deshpande  
 Company Secretary  
*Amit Deshpande*  
 Authorised Signatory



**Sterlite Technologies Limited**

Notes to standalone financial statements for the year ended 31 March 2023

**b) Revenue from contracts with customers**

Ind AS 115 Revenue from contracts with customers standard deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognised when a customer obtains control of a promised good or service and thus has the ability to direct the use and obtain the benefits from the good or service in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services.

The five-step process that must be applied before revenue can be recognised:

- (i) identify contracts with customers
- (ii) identify the separate performance obligation
- (iii) determine the transaction price of the contract
- (iv) allocate the transaction price to each of the separate performance obligations, and
- (v) recognise the revenue as each performance obligation is satisfied.

**Revenue recognition policy**

The Company has following streams of revenue:

- (i) Revenue from sale of goods
- (ii) Revenue from sale of services
- (iii) Revenue from network integration projects
- (iv) Revenue from software products/licenses and implementation activities

The Company accounts for a contract when it has approval and commitment from parties involved, the rights of the parties are identified, payment terms are identified, the contract has commercial substance and collectability of consideration is probable.

The Company identifies distinct performance obligations in each contract. For most of the network integration project contracts, the customer contracts with the Company to provide a significant service of integrating a complex set of tasks and components into a single project or capability. Hence, the entire contract is accounted for as one performance obligation.

However, the Company may promise to provide distinct goods or services within a contract, for example when a contract covers multiple promises (e.g., construction of network with its maintenance and support), in which case the Company separates the contract into more than one performance obligation. If a contract is separated into more than one performance obligation, the Company allocates the total transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Company uses the expected cost plus margin approach to allocate the transaction price to each distinct performance obligation. In case of cost to obtain a contract, the same is determined as per the terms of contract with the customer and is amortised on a systematic basis that is consistent with the transfer to the customer of the goods and services.

The Company assesses for the timing of revenue recognition in case of each distinct performance obligation. The Company first assesses whether the revenue can be recognized over time as it performs if any of the following criteria is met:

- (a) The customer simultaneously consumes the benefits as the Company performs, or
- (b) The customer controls the work-in-progress, or

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**Sterlite Technologies Limited**

Notes to standalone financial statements for the year ended 31 March 2023

- (c) The Company's performance does not create an asset with alternative use to the Company and the Company has right to payment for performance completed till date

If none of the criteria above are met, the Company recognizes revenue at a point-in-time. The point-in-time is determined when the control of the goods or services is transferred which is generally determined based on when the significant risks and rewards of ownership are transferred to the customer. Apart from this, the Company also considers its present right to payment, the legal title to the goods, the physical possession and the customer acceptance in determining the point in time where control has been transferred.

The Company uses input method to measure the progress for contracts because it best depicts the transfer of control to the customer which occurs as it incurs costs on contracts. Under the input method measure of progress, the extent of progress towards completion is measured based on the ratio of costs incurred to date to the total estimated costs at completion of the performance obligation. Revenues, including estimated fees or profits, are recorded proportionally as costs are incurred. Revenue in respect of operation and maintenance contracts is recognized on a time proportion basis.

Due to the nature of the work required to be performed on performance obligations, the estimation of total revenue and cost at completion is complex, subject to many variables and requires significant judgment. It is common for network integration project contracts to contain liquidated damages on delay in completion/performance, bonus on early completion, or other provisions that can either increase or decrease the transaction price. These variable amounts generally are awarded upon achievement of certain performance metrics, program milestones or cost targets and may be based upon customer discretion.

The Company estimates variable consideration using the most likely amount to which it expects to be entitled. The Company includes estimated amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. The estimates of variable consideration and determination of whether to include estimated amounts in the transaction price are based largely on an assessment of the anticipated performance and all information (historical, current and forecasted) that is reasonably available.

Contracts are modified to account for changes in contract specifications and requirements. The Company considers contract modifications to exist when the modification either creates new or changes the existing enforceable rights and obligations. Most of the contract modifications are for goods or services that are not distinct from the existing contract due to the significant integration service provided in the context of the contract and are accounted for as if they were part of that existing contract. The effect of a contract modification on the transaction price and measure of progress for the performance obligation to which it relates, is recognized as an adjustment to revenue (either as an increase in or a reduction of revenue) on a cumulative catch-up basis.

When estimates of total costs to be incurred exceed total estimates of revenue to be earned on a performance obligation related to a contract, a provision for the entire loss on the performance obligation is recognized in the period.

For fixed price contracts, the customer pays the fixed amount based on the payment schedule. If the services rendered by the Company exceed the payment, a contract asset is recognized. If the payment exceed the services rendered, a contract liability is recognised.

All the qualitative and quantitative information related to significant changes in contract asset and contract liability balances such as impairment of contract asset, changes in the timeframe for a performance obligation to be satisfied are disclosed by the Company in its financial statements every reporting period.

For Sterlite Technologies Limited  
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 Company Secretary

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**Sterlite Technologies Limited**

Notes to standalone financial statements for the year ended 31 March 2023

Financing components: The Company does not expect to have any material contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

**Revenue recognised at a point-in-time**

For contracts where performance obligation(s) are not satisfied over time, revenue is recognized at a point in time when control is transferred to the customer - based on right to payment, alternative use of goods, delivery terms, payment terms, customer acceptance and other indicators of control as mentioned above.

**c) Other Income****1. Interest income**

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable. Interest income is included in finance income in the statement of profit and loss.

**2. Dividends**

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

**3. Rental income**

Rental income arising from operating leases on u properties is accounted for on a straight-line basis over the lease terms and is included in other income in the statement of profit and loss.

**d) Government grants**

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other operating revenue.

Government grants relating to the purchase of property, plant and equipment are recognised in books by deducting the grant from the carrying amount of the asset.

**e) Income Taxes****Current income tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

For Sterlite Technologies Limited

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**Sterlite Technologies Limited**

Notes to standalone financial statements for the year ended 31 March 2023

**Deferred tax**

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of taxable temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled by the Company and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets are not recognized for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred income tax is determined using tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date and are expected to apply in the year when the asset is realised or the liability is settled.

Current and Deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to income taxes levied by same taxation authorities on either same taxable entity or different taxable entities which intend either to settle the current tax assets and tax liabilities on a net basis or to realise the asset and settle the liability simultaneously.

**f) Property, plant and equipment**

Freehold land and Capital work in progress are carried at historical costs. All other items of property, plant and equipment are stated at historical cost, net of accumulated depreciation and accumulated impairment losses, if any. Such historical cost includes the cost of replacing part of the property, plant and equipment and borrowing costs if the recognition criteria are met. When significant parts of the property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost



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**A. V. Balgunde**  
 Authorised Signatory  
 Company Secretary

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**A. V. Balgunde**  
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**Sterlite Technologies Limited**

Notes to standalone financial statements for the year ended 31 March 2023

is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit or loss as incurred. No decommissioning liabilities are expected or be incurred on the assets of plant and equipment.

Expenditure directly relating to construction activity is capitalised. Indirect expenditure incurred during construction period is capitalised as part of the construction costs to the extent the expenditure can be attributable to construction activity or is incidental there to. Income earned during the construction period is deducted from the total of the indirect expenditure.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives. The Company, based on technical assessments made by technical experts and management estimates, depreciates the certain items of tangible assets over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. Table below provide the details of the useful lives which are different from useful lives prescribed under Schedule II of the Companies Act, 2013:

Asset Category	Useful Life considered	Useful life (Schedule II)
Plant and Machinery	3 - 25 Years *	Continuous process plant -25 Years Others - 15 Years
Furniture and fixtures	Upto 10 Years *	10 Years
Data processing equipments	Upto 5 Years *	Service and networks -6 years and Desktops and laptop etc - 3 Years
Office equipments	Upto 5 Years *	5 Years
Electric fittings	Upto 10 Years *	10 Years
Vehicles#	Upto 10 Years *	8 Years

\* Considered on the basis of management's estimation, supported by technical advice, of the useful lives of the respective assets.

# Residual value considered upto 15% on the basis of management's estimation, supported by technical advice.

The leasehold improvements and property, plant and equipment acquired under leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term, unless the entity expects to use the assets beyond the lease term.

The Company depreciates building using straight line method over 30 to 60 years from the date of original purchase.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or



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Company Secretary

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**Sterlite Technologies Limited**

Notes to standalone financial statements for the year ended 31 March 2023

loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognised.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

The assets residual values and useful lives are reviewed and adjusted if appropriate, at the end of each reporting period.

**g) Intangible Assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and the expenditure is recognised in the Statement of Profit and Loss in the period in which the expenditure is incurred.

Intangible assets with finite lives are amortised over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit or loss.

The Company does not have any intangible assets with indefinite useful lives.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Customer acquisition costs consist of payments made to obtain consents/permissions for laying of fiber cables and other telecom infrastructure in residential and commercial complexes/townships. Such cost is amortized over the period of the consent/permission on a straight line basis.

All intangible assets are amortised on a straight line basis over a period of five to six years.

Research costs are expensed as incurred.

**h) Leases**

**As a Lessee:**

The company leases various assets which includes land, building & plant and machinery. Rental contracts are typically made for fixed periods of 2 to 15 years but may have extension options as described below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any ~~arbitrary~~ <sup>practical</sup> covenants, but leased assets may not be used as security for borrowing purposes.



For Sterlite Technologies Limited  
*Auditor*  
 Chartered Accountant  
 Company Secretary

*Auditor*  
 Authorised Signatory





**Sterlite Technologies Limited**

Notes to standalone financial statements for the year ended 31 March 2023

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the company. Each lease payment is allocated between the principal (liability) and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the fixed payments (including in-substance fixed payments), less any lease incentives receivable.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms, security and conditions.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

Extension and termination options are included in a number of property and equipment leases across the company. These terms are used to maximise operational flexibility in terms of managing contracts. The majority of extension and termination options held are exercisable only by the company and not by the respective lessor.

**As a Lessor:**

Lease income from operating leases where the company is a lessor is recognised in income on a straight line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the balance sheet based on their nature. The company did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard.

**i) Inventories**

Inventories are valued at the lower of cost and net realisable value.

Cost of raw materials and traded goods comprises cost of purchases. Cost of work-in progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Cost includes the reclassification from equity of any gains or losses on qualifying cash

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**Sterlite Technologies Limited**

Notes to standalone financial statements for the year ended 31 March 2023

flow hedges relating to purchases of raw material but excludes borrowing costs. Costs are assigned to individual items of inventory on the basis of weighted average basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

**j) Impairment of assets**

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

**k) Provisions and contingent liabilities**

**General**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement. Provisions are not recognised for future operating losses.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as interest expense.

**Contingent Liabilities**

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

**l) Employee benefits**

**(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

For Sterlite Technologies Limited  
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**Sterlite Technologies Limited**

Notes to standalone financial statements for the year ended 31 March 2023

## (ii) Other long-term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

## (iii) Post-employment obligations

The Company operates the following post-employment schemes:

- (a) Defined benefit plans in the nature of gratuity and
- (b) Defined contribution plans such as provident fund.

**Gratuity obligations**

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

**Defined contribution plans**

The company pays provident fund contributions to publicly administered provident funds as per local regulations. The company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

For Sterlite Technologies Limited

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**Sterlite Technologies Limited**

Notes to standalone financial statements for the year ended 31 March 2023

**m) Share-based payments**

The fair value of options granted under the Employee Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- Including any market performance conditions (e.g., the entity's share price)
- Excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- Including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

**n) Investments and Other Financial assets****i) Classification & Recognition:**

The company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss)
- Those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The company reclassifies debt investments when and only when its business model for managing those assets changes.

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the company commit to purchase or sell the financial asset.

**ii) Measurement:**

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

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For Sterlite Technologies Limited

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 Anil D. D. D. D.  
 Company Secretary

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**Sterlite Technologies Limited**

Notes to standalone financial statements for the year ended 31 March 2023

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

**Debt instruments**

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the company classifies its debt instruments:

**Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method. Impairment losses are presented as a separate line item in the financial statement.

**Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gains and losses and impairment expenses are presented as separate lines item in the financial statements.

**Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

**Equity instruments**

The company subsequently measures all equity investments at fair value. Where the company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/ (losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Equity investment in subsidiaries, associates and joint venture are carried at historical cost as per the accounting policy choice given by Ind AS 27.

The Company makes investments in certain joint ventures and associates with the objective to generate growth in the medium term and with identified exit strategies. Such investments are managed on a fair value basis. The company has elected to measure investments in such joint ventures and associates in accordance with Ind AS 109.

For Sterlite Technologies Limited

*Amit Deshpande*  
Amit Deshpande  
Company Secretary

For STL Networks Limited

*Amit Deshpande*  
Amit Deshpande  
Authorised Signatory



**Sterlite Technologies Limited**

Notes to standalone financial statements for the year ended 31 March 2023

**iii) Impairment of financial assets**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance;
- b) Lease receivables under Ind AS 116
- c) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115.

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 116

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument;
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the

For Sterlite Technologies Limited

*Amit Deshpande*  
Amit Deshpande  
Company Secretary

For STL Networks Limited

*Amit Deshpande*  
Amit Deshpande  
Authorised Signatory



**Sterlite Technologies Limited**

Notes to standalone financial statements for the year ended 31 March 2023

asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

**iv) Derecognition of financial assets**

A financial asset is derecognised only when the Company has transferred the rights to receive cash flows from the financial asset or retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

**v) Reclassification of financial assets**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

**o) Financial liabilities**

**Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

**Borrowings**

l For Sterlite Amit Dashpande Limited  
Amit Dashpande  
Company Secretary

For STL Networks Limited

Amit Dashpande  
Authorised Signatory



**Sterlite Technologies Limited**

Notes to standalone financial statements for the year ended 31 March 2023

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

**Borrowing Costs**

General and specific borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

**p) Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counter party.

**q) Derivatives and hedging activities**

Derivatives are only used for economic hedging purposes and not as speculative investments. However, where derivatives do not meet the hedge accounting criteria, they are classified as 'held for trading' for accounting purposes and are accounted for at FVPL. They are presented as current assets or liabilities to the extent they are expected to be settled within 12 months after the end of the reporting period.

For Sterlite Technologies Limited  
*A. Deshpande*  
 Amit Deshpande  
 Company Secretary

For STL Networks Limited

*A. Deshpande*  
 Authorised Signatory





**Sterlite Technologies Limited**

Notes to standalone financial statements for the year ended 31 March 2023

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

The company designates their derivatives as hedges of foreign exchange risk associated with the cash flows of assets and liabilities and highly probable forecast transactions and variable interest rate risk associated with borrowings (cash flow hedges). The company documents at the inception of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in cash flows of hedged items. The company documents its risk management objective and strategy for undertaking various hedge transactions at the inception of each hedge relationship. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

**Cash flow hedges that qualify for hedge accounting**

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in cash flow hedging reserve within equity. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, within other gains/(losses).

When forward contracts are used to hedge forecast transactions, the company designate the full change in fair value of the forward contract as the hedging instrument. The gains and losses relating to the effective portion of the change in fair value of the entire forward contract are recognised in the cash flow hedging reserve within equity.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss (for example, when the forecast sale that is hedged takes place).

When the hedged forecast transaction results in the recognition of a non-financial asset (for example inventory), the amounts accumulated in equity are transferred to profit or loss as follows:

- With respect to gain or loss relating to the effective portion of the forward contracts, the deferred hedging gains and losses are included within the initial cost of the asset. The deferred amounts are ultimately recognised in profit or loss as the hedged item affects profit or loss (for example, through cost of sales).

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit or loss within other gains/(losses).

The gain or loss relating to the effective portion of the interest rate swaps hedging variable rate borrowings is recognised in profit or loss within 'finance cost' at the same time as the interest expense on the hedged borrowings.

If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge

For Sterlite Technologies Limited  
*A. D. D. D. D.*  
 Company Secretary

For STL Networks Limited  
*A. D. D. D. D.*  
 Authorised Signatory

NOTARY  
 SANJAY S. ROHINAR  
 AREA - Prast City & Purne District  
 Regd. No. 2057  
 Expiry Date 16-01-2027  
 GOVT. OF INDIA

STERLITE TECHNOLOGIES LIMITED

**Sterlite Technologies Limited**

Notes to standalone financial statements for the year ended 31 March 2023

ineffectiveness is calculated and accounted for in profit or loss at the time of the hedge relationship rebalancing.

**Derivatives that are not designated as hedges**

The company enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss and are included in statement of profit and loss.

**Embedded derivatives**

Derivatives embedded in a host contract that is an asset within the scope of Ind AS 109 are not separated. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Derivatives embedded in all other host contract are separated only if the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host and are measured at fair value through profit or loss. Embedded derivatives closely related to the host contracts are not separated.

**r) Financial Guarantee Contracts**

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of (i) the amount determined in accordance with the expected credit loss model as per Ind AS 109 and (ii) the amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with the principles of Ind AS 115.

The fair value of financial guarantees is determined based on the present value of the difference between the cash flows between the contractual payments required under the debt instrument and the payments that would be without the guarantee, or the estimated amount that would be payable to the third party for assuming the obligations.

Where the guarantees in relation to the loans or other payables of associates are provided for no compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment.

**s) Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents consist of cash and cash equivalent, as defined above, net of outstanding bank overdrafts if they are considered an integral part of the Company's cash management.

**t) Dividends**

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

For Sterlite Technologies Limited

*A. Subramanian*  
Company Secretary



For STL Networks Limited

*A. Subramanian*  
Authorized Signatory



**Sterlite Technologies Limited**

Notes to standalone financial statements for the year ended 31 March 2023

**u) Earnings per share****Basic earnings per share**

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

**Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**v) Presentation of EBITDA**

The Company presents Earnings before interest, tax, depreciation and amortisation ('EBITDA') in the statement of profit or loss; this is not specifically required by Ind AS 1. The term EBITDA is not defined in Ind AS. Ind AS compliant Schedule III allows companies to present line items, sub-line items and sub-totals to be presented as an addition or substitution on the face of the financial statements when such presentation is relevant to an understanding of the company's financial position or performance.

Accordingly, the Company has elected to present EBITDA as a separate line item on the face of the statement of profit and loss. The Company measures EBITDA on the basis of profit/ (loss) from continuing operations. In its measurement, the Company does not include depreciation and amortization expense, finance costs and tax expense.

**w) Trade receivable**

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional unless there is significant financing components, when they are recognised at fair value. The company holds the trade receivables with the objective to collect contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

**x) Segment Reporting**

Operating segments are reported in a manner consistent with internal reporting provided to the Chief Operating Decision Maker (CODM). The Board of Directors has been identified as being the CODM. Refer note 50 for segment information presented.

**y) Non-current assets (or disposal group) held for sale and discontinued operations**

Non-current assets (or disposal group) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal company) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal company), but not in excess of any cumulative impairment

*AV Durgade*  
Company Secretary



*AV Durgade*



**Sterlite Technologies Limited**

Notes to standalone financial statements for the year ended 31 March 2023

loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal company) is recognised at the date of de-recognition.

Non-current assets (including those that are part of a disposal company) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal company classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of a disposal company classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal company classified as held for sale are presented separately from other liabilities in the balance sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit and loss.

**z) Rounding off**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest crores as per the requirement of Schedule III, unless otherwise stated. Amounts below the rounding off norm followed by the Company is disclosed as '0'.

**aa) Exceptional items**

When the items of income and expense within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the Company for the period, the nature and amount of such items are disclosed separately as exceptional item by the Company.

**New and amended standards adopted by the Company**

The Ministry of Corporate Affairs had vide notification dated 23 March 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2022 which amended certain accounting standards, and are effective 1 April 2022. These amendments did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

**New and amended standards issued but not effective**

The Ministry of Corporate Affairs has vide notification dated 31 March 2023 notified Companies (Indian Accounting Standards) Amendment Rules, 2023 (the 'Rules') which amends certain accounting standards, and are effective 1 April 2023.

The Rules predominantly amend Ind AS 12, Income taxes, and Ind AS 1, Presentation of financial statements. The other amendments to Ind AS' notified by these rules are primarily in the nature of clarifications.

These amendments are not expected to have a material impact on the Company in the current or future reporting periods and on foreseeable future transactions. Specifically, no changes would be necessary as a consequence of amendments made to Ind AS 12 as the Company's accounting policy already complies with the now mandatory treatment.

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For Sterlite Technologies Limited

*Amit Dabhoiwale*  
Amit Dabhoiwale  
Company Secretary

For STL Networks Limited  
*A. Redpade*

Authorised Signatory



**STERILITE TECHNOLOGIES LIMITED**

Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 3: SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS**

The preparation of financial statements requires the use of accounting estimates. Management exercises judgement in applying the company's accounting policies. Estimates and assumptions are continuously evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reliable and relevant under the circumstances. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assumed. Management believes that the estimates are the most likely outcome of future events. Detailed information about each of these estimates and judgements is described below.

**Revenue Recognition on Contracts with Customers**

The Company's contracts with customers could include promises to transfer multiple products and services to a customer. The Company assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the distinct goods/services and the ability of the customer to benefit independently from such goods/services.

Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, liquidated damages, penalties, price concessions and incentives. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted to the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is measured at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

The Company uses judgement to determine an appropriate standalone selling price for a performance obligation (allocation of transaction price). The Company allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Company uses the expected cost plus reasonable margin approach to allocate the transaction price to each distinct performance obligation.

The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, timing gap between transfer of control and actual revenue recognition, etc.

Revenue for fixed-price contract is recognised using the input method for measuring progress. The company uses cost incurred related to total estimated costs to determine the extent of progress towards completion. Judgement is involved to estimate the future cost to complete the contract and to estimate the actual cost incurred basis completion of relevant activities towards fulfilment of performance obligations.

Contract fulfilment costs are generally expensed as incurred except for costs that meet the criteria for capitalisation. Such costs are amortised over the life of the contract.

Uninstalled materials are materials that will be used to satisfy performance obligations in a contract for which the cost incurred does not depict transfer to the customer. The Company evaluates cost of uninstalled materials for measuring progress towards satisfying a performance obligation if it involves only provision of a procurement service. In case of uninstalled materials, the Company recognises revenue equal to the cost of the uninstalled materials if the goods are distinct, the customer is expected to obtain control of the goods significantly before services related to the goods are rendered, the cost of the transferred goods is significantly relative to the total expected costs to completely satisfy the performance obligation and the goods are procured from a third party wherein there is no involvement of the Company in designing and manufacturing of the good.

**Share-based payments**

The Company measures the cost of equity-settled transactions with employees using Black-Scholes model and Monte Carlo's simulation model to determine the fair value of options. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions relating to vesting of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 22.

**Defined benefit plan**

The cost of the defined benefit plan and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, employee turnover and expected return on plan assets. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at the year end. Details about employee benefit obligations and related assumptions are given in Note 24.

**Impairment of investments in subsidiaries**

The Company accounts for investments in subsidiaries at cost (less accumulated impairment, if any). The carrying value of investments in subsidiaries at each reporting date are reviewed and assessed for impairment. The Company performs impairment assessment of investments by making an estimate of the recoverable amount, being the higher of fair value less costs to sell and its value in use which is then compared with the carrying value. An impairment loss is recognised in the statement of profit and loss to the extent the carrying value of an asset exceeds the recoverable amount.

The value in use of these investments is determined using discounted cash flow model (DCF model) requiring various assumptions and judgements. These include future cashflows and growth rate assumptions, discount rate, terminal growth rate and other economic and entity specific factors which are incorporated in the DCF model. The estimated cash flows are developed using internal forecasts. The fair value less cost to sell of one of the investments has been determined using replacement cost method.

**Impairment assessment for trade receivables and contract assets**

A significant portion of contract assets and trade receivables of the Company is related to the Global Services business (GSB) wherein revenue is recognised over time. Such contracts are long term in nature and have inherent operational and contractual risks, like difference in billing and payment obligations, customer acceptance, retention clauses, availability of funds with customers, potential disputes and others resulting in delay in billing and collection and the risk of recoverability.

The Company uses the simplified approach as prescribed by Ind AS 109: Financial Instruments to calculate the expected lifetime credit loss for receivables and contract assets from the GSB. Given the differences in size, nature and contractual and operational risks of each contract, in assessing the recoverability of receivable, contract assets and expected lifetime credit loss, the Company considers the credit risk, expected date of billing and collection, incorporation of contractual terms, project status, year history, latest discussion/ correspondence with the customers and legal opinions wherever applicable, of individual contracts. The assessments are then considered in calculating the expected lifetime losses on an overall balance of receivables and contract assets from GSB business.

For other businesses, a provision matrix is used to measure the lifetime expected credit losses as per the practical expedient prescribed under Ind AS 109. The trade receivables and contract assets for other businesses are mainly related to contracts for sale of goods for which a provision matrix is used to measure the lifetime expected credit losses as per the practical expedient prescribed under Ind AS 109.

For Sterilite Technologies Limited  
 A. D. Deshpande  
 Company Secretary

For STL Networks Limited  
 A. D. Deshpande  
 Authorised Signatory







**STERLITE TECHNOLOGIES LIMITED**  
 Notes to financial statements for the year ended March 31, 2023  
 All amounts in ₹ Crores unless otherwise stated  
**NOTE 4: PROPERTY, PLANT & EQUIPMENT**

**Details of Assets:**  
 The carrying amount is shown below for property, plant and equipment. The carrying amount is shown below for office and plant and machinery as less. Total amount for office and plant and machinery are typically made for fiscal periods of 1 to 12 months for the construction spans.

At March 31, 2023, the carrying amount is as follows:

Particulars	Carrying Amount		
	31 March 2023	31 March 2022	31 March 2021
Right of use assets	20	20	20
Land and buildings	30	42	33
Plant & Machinery	40	40	33
<b>Total</b>	<b>90</b>	<b>102</b>	<b>86</b>

Additional to the right of use assets during the year is ₹ 17 crores (31 March 2022 - ₹ 10 Crores)

Particulars	Carrying Amount		
	31 March 2023	31 March 2022	31 March 2021
Land & Buildings	30	42	42
Plant & Machinery	30	38	33
<b>Total</b>	<b>60</b>	<b>80</b>	<b>75</b>

Statement of Plant & Machinery

Particulars	Carrying Amount		
	31 March 2023	31 March 2022	31 March 2021
Opening Balance	87	75	75
Add: Acquired during the year	7	8	8
Less: Depreciated during the year	(17)	(10)	(8)
<b>Net Book Value at the end of the year</b>	<b>77</b>	<b>73</b>	<b>75</b>
Less: Provision for impairment	(12)	(12)	(12)
<b>Carrying Amount</b>	<b>65</b>	<b>61</b>	<b>63</b>

At March 31, 2023, the carrying amount is as follows:

Particulars	Carrying Amount		
	31 March 2023	31 March 2022	31 March 2021
Depreciation charge on right of use assets	8	8	8
Land and buildings	9	9	9
Plant & Machinery	4	4	4
<b>Total</b>	<b>21</b>	<b>21</b>	<b>21</b>

At March 31, 2023, the carrying amount is as follows:

Particulars	Carrying Amount		
	31 March 2023	31 March 2022	31 March 2021
Intangible assets (included in Intangible Assets)	20	20	20
Less: Impairment loss (included in Intangible Assets)	(20)	(20)	(20)
<b>Carrying Amount</b>	<b>0</b>	<b>0</b>	<b>0</b>

The carrying amount is shown for the year ended 31 March 2023 in ₹ 20 crores (31 March 2022 - ₹ 20 crores)

At March 31, 2023, the carrying amount is as follows:

Particulars	Carrying Amount		
	31 March 2023	31 March 2022	31 March 2021
Goodwill	0	0	0
Less: Impairment loss (included in Intangible Assets)	(0)	(0)	(0)
<b>Carrying Amount</b>	<b>0</b>	<b>0</b>	<b>0</b>

The carrying amount is shown for the year ended 31 March 2023 in ₹ 0 crores (31 March 2022 - ₹ 0 crores)

At March 31, 2023, the carrying amount is as follows:

Particulars	Carrying Amount		
	31 March 2023	31 March 2022	31 March 2021
Goodwill	0	0	0
Less: Impairment loss (included in Intangible Assets)	(0)	(0)	(0)
<b>Carrying Amount</b>	<b>0</b>	<b>0</b>	<b>0</b>

The carrying amount is shown for the year ended 31 March 2023 in ₹ 0 crores (31 March 2022 - ₹ 0 crores)

*[Handwritten Signature]*  
 Authorised Signatory

*[Handwritten Signature]*  
 Authorised Signatory



STERLITE TECHNOLOGIES LIMITED  
Notes to standalone financial statements for the year ended March 31, 2023

## NOTE 5: INTANGIBLE ASSETS

(₹ in crores)

	Software/ Licenses	Patent	Indefinite Right of use	Customer acquisition	Goodwill	Total
<b>Cost</b>						
As at 01 April 2021	69	9	1	6	148	233
Additions	5	-	-	-	-	5
Disposals/Adjustments	(9)	-	-	-	-	(9)
As at 31 March 2022	74	9	1	6	148	238
Additions	9	-	-	-	-	9
Assets disclosed as asset held for sale (refer note 15)	(11)	-	-	-	-	(11)
Disposals/Adjustments	(1)	-	-	-	-	(1)
As at 31 March 2023	71	9	1	6	148	235
<b>Accumulated Amortization &amp; Impairment</b>						
As at 01 April 2021	34	9	1	4	148	196
Charge for the year	10	-	0	1	-	11
Disposals/Adjustments	(9)	-	-	-	-	(9)
As at 31 March 2022	44	9	1	5	148	207
Charge for the year (Continued operations)	4	-	-	1	-	5
Charge for the year (Discontinued operations) (refer note 15)	1	-	-	-	-	1
Assets disclosed as asset held for sale (refer note 15)	(4)	-	-	-	-	(4)
Disposals/Adjustments	(1)	-	-	-	-	(1)
As at 31 March 2023	48	9	1	6	148	212
<b>Net Book Value :</b>						
As at 31 March 2023	23	-	0	0	-	23
As at 31 March 2022	30	-	0	1	-	31



For & on behalf of  
Amit Deshpande  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
Amit Deshpande  
Authorized Signatory





**STERLITE TECHNOLOGIES LIMITED**  
Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 6: NON-CURRENT INVESTMENTS**

	31 March 2023 (₹ in crore)	31 March 2022 (₹ in crore)
<b>Non-current investments (unquoted)</b>		
<b>Investment in Subsidiaries</b>		
<b>Equity component of debt instrument (unquoted)</b>		
44,705,938 (31 March 2022: 44,705,938) 0.01% compulsory convertible debentures of Speedon Network Limited **	-	4
<b>Equity investments at cost (unquoted)</b>		
30,832,473 (31 March 2022: 33,246,847)	198	218
Equity shares of Sterlite Global Ventures (Mauritius) Limited of USD 1 each fully paid up		
7,000,000 (31 March 2022: 7,000,000) Equity shares of Mesaforgita Brasileira S.p.A of Euro 1 each fully paid-up	40	40
30,000 (31 March 2022: 30,000) Equity shares of Sterlite Innovative Solutions Limited of ₹ 10 each fully paid-up	0	0
50,000 (31 March 2022: 50,000) Equity shares of STL Digital Limited of ₹ 10 each fully paid-up	0	0
50,000 (31 March 2022: 50,000) Equity shares of Sterlite Tech Cables Solutions Limited of ₹ 10 each fully paid-up	0	0
1,550,000 (31 March 2022: 1,550,000) Equity shares of Speedon Network Limited of ₹ 10 each fully paid-up	-	-
5,000 (31 March 2022: 5,000) Equity shares of Sterlite Technologies UK Ventures Limited of Euro 1 each fully paid-up	0	0
100% Equity shares of Sterlite (Shanghai) Trading Company Limited fully paid-up	118	2
1,000 (31 March 2022: 1,000) Equity shares of Sterlite Tech Holding Inc. USA	8	0
100 (31 March 2022: 100) Equity shares of Elixores Technologies SDN, BHD	0	0
1,100 (31 March 2022: 1,100) Equity shares of PT Sterlite Technologies, Indonesia of IDR 10 Million each, partly paid up IDR 4.2 Million each	2	2
100,000 (31 March 2022: 100,000) Equity shares of STL Optical Interconnect S.p.A. of EUR 1 each fully paid up	1	1
50 (31 March 2022: 50) Equity shares of Sterlite Technologies DMCC of AED 1,000 each fully paid up	0	0
100 (31 March 2022: 100) Equity shares of Sterlite Technologies Pty. Ltd of AUD 1 each fully paid up	0	0
25,00,000 (31 March 2022: 25,00,000) Equity shares of STL UK Holdco Limited, UK of GBP 1 each fully paid up	26	26
4,00,000 (31 March 2022: 4,00,000) Equity shares of STL Tech Solutions Limited, UK of GBP 1 each fully paid up	4	4
50,000 (31 March 2022: 50,000) Equity shares of STL Networks Limited of Rs 10 each fully paid up	0	0
<b>Investments - Other (unquoted, at fair value through OCI)</b>		
18,683 (31 March 2022: 18,683) Equity shares of Singularity Healthcare IT Systems Private Limited of ₹ 10 each fully paid up	0	0
<b>Total Investments</b>	<u>387</u>	<u>297</u>

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For Sterlite Technologies Limited  
*Amit Deshpande*  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
*Amit Deshpande*  
Authorized Signatory

STERLITE TECHNOLOGIES LIMITED

NOTARY  
SANJAY S. KOTHINKAR  
Adv. - Pune City & Suburban District  
Regd. No. 2307  
10-01-2023  
GOVT. OF INDIA

**STERLITE TECHNOLOGIES LIMITED**

Notes to Standalone financial statements for the year ended March 31, 2023

**Total non-current investments**

Aggregate amount of quoted investments and market value thereof	-	-
Aggregate amount of unquoted investments	387	297
Amount of impairment in the value of investments	32	28

During the previous year, company had sold the investment in Motilal Edventures Private Limited for ₹ 45 crores. The gain on sale of ₹ 10 crores is disclosed in other income as profit on sale of investments.

\*\* During the year, impairment of ₹ 4 crores (31 March 2022: ₹ 22 crores) has been recognised

The Company has complied with the number of layers prescribed under the Companies Act, 2013

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

During the year ended March 31, 2023, the Company considered indicators of impairment such as operational losses in previous years, changes in outlook of future profitability among other potential indicators for investments held in subsidiaries and business operations either directly or indirectly.

Speedon Network Limited (SNL) is a wholly owned subsidiary of the Company. In the current year, the fair value less cost to sell of SNL has been determined using replacement cost method using level III inputs by an independent valuer which is lower than its carrying value. The replacement cost is computed using the factors such as number of home passes, the cost to install each home pass, depreciation adjustment and first mover advantage premium. Accordingly, impairment of ₹ 4 crores (31 March 2022: ₹ 22 crores) in the value of investment held has been recognised in the current year.

**NOTE 7: TRADE RECEIVABLES**

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
<b>Current</b>		
Trade receivables	1,147	1,253
Receivables from related parties (Refer Note 48)	1,137	896
Less : Loss allowance	(130)	(143)
	<u>2,154</u>	<u>1,948</u>
<b>Break-up for security details</b>		
Trade receivables considered good - Secured	-	-
Trade receivables considered good - Unsecured	2,262	1,983
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	22	9
<b>Total</b>	<u>2,284</u>	<u>1,992</u>
Less: Loss allowance	(130)	(143)
	<u>2,154</u>	<u>1,849</u>
<b>Total Current trade receivables</b>	<u>2,154</u>	<u>1,849</u>

No trade or other receivable are due from directors or other officers of the company either severally or jointly. Also no trade or other receivable are due from firms or private companies in which any director is a partner, a director or a member. Refer note 18 for information on trade receivables pledged as security by the Company

**Trade receivable aging**

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Unsecured Trade receivables - secured assets	1,107	117	42	148	120	-	1,534
Unsecured Trade receivables - unsecured assets	-	-	-	-	8	10	18
Secured Trade receivables - unsecured assets	29	4	1	32	12	14	92
<b>Total</b>	1,136	121	43	180	140	14	1,634

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Unsecured Trade receivables - secured assets	763	127	26	222	110	114	1,362
Unsecured Trade receivables - unsecured assets	-	-	-	-	-	8	8
<b>Total</b>	763	127	26	222	110	122	1,380

For STL

*Audhyanu*  
Company Secretary

For STL Networks Limited  
*Audhyanu*  
Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**

Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 8: LOANS**

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
<b>Non-current</b>		
Loans to related parties (refer note 4B)	458	427
Less : Loss allowance	(21)	(15)
<b>Total non-current loans</b>	<b>437</b>	<b>412</b>
<b>Break-up for security details</b>		
Loans considered good - Secured	-	-
Loans considered good - Unsecured	437	412
Loans - Credit impaired	21	15
<b>Total</b>	<b>458</b>	<b>427</b>
Less : Loss allowance	(21)	(15)
<b>Total</b>	<b>437</b>	<b>412</b>
<b>Current</b>		
Loans to employees	0	0
<b>Total current loans</b>	<b>0</b>	<b>0</b>

Details of loans and advances in the nature of loans granted to promoters, directors, key managerial personnel and related parties :

Type of Borrower	Amount outstanding as at 31 March 2023	Percentage to the total Loans and Advances in the nature of loans
<b>Amounts repayable on demand :</b>		
<b>Other Related Parties</b>		
Speedoe Network Limited	32	7%
Sterlite Tech Cables Solutions Limited	39	9%
Sterlite Technologies UK Ventures Limited	194	47%
Sterlite Technologies Holding Inc USA	42	9%
STL Digital Limited	63	14%
Sterlite Technologies Pty. Ltd	3	1%
STL Optical Interconnect S.p.A	70	15%
STL UK HoldCo Limited, UK	11	3%
<b>Total</b>	<b>458</b>	<b>100%</b>

Type of Borrower	Amount outstanding as at 31 March 2022	Percentage to the total Loans and Advances in the nature of loans
<b>Amounts repayable on demand :</b>		
<b>Other Related Parties</b>		
Twin Star Technologies Limited	1	0%
Twinstar Display Technologies Limited	0	0%
Maharashtra Transmission Communication Infrastructure Limited	0	0%
Sterlite Global Ventures (Mauritius) Limited	0	0%
Speedoe Network Limited	29	7%
Sterlite Tech Cables Solutions Limited	162	38%
Sterlite Technologies UK Ventures Limited	108	25%
Sterlite Technologies Holding Inc USA	38	9%
STL Digital Limited	0	0%
Sterlite Technologies Pty. Ltd	3	1%
Sterlite Technologies DMCC	10	2%
STL Optical Interconnect S.p.A	62	15%
STL UK HoldCo Limited, UK	14	3%
<b>Total</b>	<b>427</b>	<b>100%</b>

The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person or entity, including foreign entities ("Intermediaries") with the understanding (whether recorded in writing or otherwise) that the intermediary shall, whether, directly or indirectly lend or invest in other persons/entities identified in any manner whatsoever by or on behalf of the Company ("ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries other than loans aggregating ₹ 79 crores given during the year to STL UK HoldCo Limited and Sterlite Technologies UK Ventures Limited, subsidiaries of the Company in the ordinary course of business and in keeping with the applicable regulatory requirements for loaned funding to one of the overseas subsidiary of the Company towards meeting its business requirements. Accordingly, no further disclosures, in this regard, are required.

For STL Networks Limited  
*A. D. Durgade*  
 Company Secretary

For STL Networks Limited  
*A. D. Durgade*  
 Authorised Signatory



## STERILITE TECHNOLOGIES LIMITED

Notes to standalone financial statements for the year ended March 31, 2023

## NOTE 9: OTHER FINANCIAL ASSETS

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
<b>Non-current (Unsecured, considered good)</b>		
Derivative instruments		
Foreign exchange forward contracts	6	1
Other financial assets		
Security deposits	8	4
Financial guarantee receivable	1	2
Others*	0	12
<b>Total other non-current financial assets</b>	<b>15</b>	<b>19</b>

\*This amount includes ₹ Nil (31 March 2022: ₹ 12 crores) receivable from Sterlite Power Transmission Limited with respect to sale of investment in Maharashtra Transmission Communication Infrastructure Limited. (Refer note 13 for further details)

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
<b>Current (Unsecured, considered good)</b>		
Derivative instruments		
Foreign exchange forward contracts	-	25
Currency/ Interest rate swaps	-	4
Other financial assets		
Advances recoverable in cash (Unsecured, considered good)		
Interest accrued on investments/deposits	0	0
Financial guarantee receivable	2	1
Security deposits	5	7
Government grants receivable	25	33
Receivable on sale of investment in MTCL (refer Note 15)	13	10
Discounted bills receivables re-purchased	30	-
Others*	45	35
<b>Total other current financial assets</b>	<b>120</b>	<b>115</b>

\*This includes expenses incurred on behalf of customer and receivables from sale and lease back of buildings amounting to ₹ 6 crores (31 March 2022: ₹ 5 crores) and ₹ 19 crores (31 March 2022: Nil) respectively. Refer note 18 for information on financial asset pledged as security by the Company.

## NOTE 10: OTHER ASSETS AND CONTRACT ASSETS

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
<b>Non-current (unsecured, considered good)</b>		
Capital advances	6	12
Advance income tax, including TDS (net of provision) (refer note 23B)	-	38
Prepaid expenses	38	-
<b>Total other non-current assets</b>	<b>44</b>	<b>50</b>
<b>Current (unsecured, considered good)</b>		
Prepaid expenses*	40	40
Balances with Government authorities	264	289
Advance to suppliers	90	50
Other advances	7	6
<b>Total other current assets</b>	<b>403</b>	<b>385</b>

\* Includes cost to obtain a contract of ₹ 4 crores (31 March 2022: ₹ 5 crores) which is being amortised to Statement of Profit and Loss on a systematic basis which is consistent with the transfer to the customer of the goods and services. The amount amortised to Statement of Profit and Loss in the current year is ₹ 1 crore (31 March 2022: ₹ 3 crores).

Contract assets (Unsecured, considered good)	1,434	1,229
Less: Loss allowance	(61)	(11)
<b>Total Contract assets</b>	<b>1,373</b>	<b>1,218</b>

## Significant changes in Contract assets

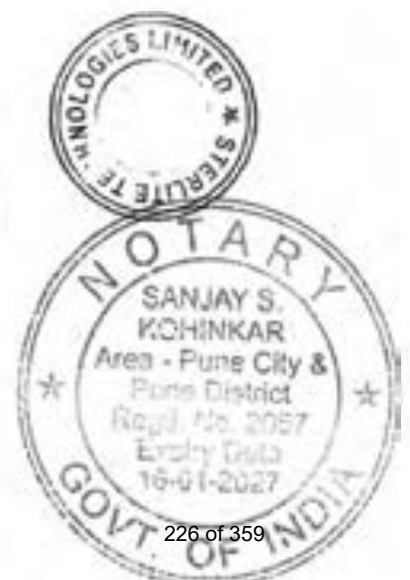
Contract assets have increased from previous year as entity has entered into new contracts during the year and has provided more services. During the year ended 31 March 2023, ₹ 625 crores (31 March 2022: ₹ 1,146 crores) of opening unbilled revenue has been reclassified to Trade receivables upon billing to customers on completion of milestones.

Refer note 18 for information on other assets hypothecated as security by the Company.

For Sterlite Technologies Limited  
Anil Deshpande  
Company Secretary

For STL Networks Limited

Anil Deshpande  
Authorised Signatory



## STERLITE TECHNOLOGIES LIMITED

Notes to standalone financial statements for the year ended March 31, 2023

## NOTE 11: INVENTORIES

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
Raw materials [Includes stock in transit ₹ 7 crores (31 March 2022: ₹ 8 crores)]	124	122
Work-in-progress	30	51
Finished goods [Includes stock in transit ₹ 48 crores (31 March 2022: ₹ 54 crores)]	141	214
Traded goods [Includes stock in transit ₹ 28 crores (31 March 2022: ₹ 3 crores)]	30	8
Stores, spares, packing materials and others	85	50
<b>Total</b>	<b>410</b>	<b>445</b>

## Amounts recognised in profit or loss :

Write-downs of inventories to net realisable value amounted to ₹ 20 crores (31 March 2022: ₹ 55 crores). These were recognised as an expense and included in '(Increase) / decrease in inventories of finished goods, work-in-progress and traded goods' in statement of profit and loss of respective year.

Refer note 18 for information on inventories pledged as security by the Company

## NOTE 12: CURRENT INVESTMENTS

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
In mutual funds (At fair value through profit or loss) (unquoted)		
3,29,964 (31 March 2022: Nil) units of ICICI Prudential Liquid Fund- Direct Plan- Growth Option	40	-
Aggregate amount of unquoted investments [Market Value: ₹ 40 crores (31 March 2022 : ₹ Nil)]	40	-
Aggregate amount of impairment in the value of investments	-	-

Refer note 18 for information on investments pledged as security by the Company.

## NOTE 13: CASH AND CASH EQUIVALENTS

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
<b>Balances with banks:</b>		
In current accounts (in INR)	132	120
In current accounts (in foreign currency)	6	46
Deposits with maturity of less than 3 months	-	100
Cash on hand	0	0
	<b>138</b>	<b>276</b>

There are no repatriation restrictions with regards to cash and cash equivalents.

Refer note 18 for information on cash and cash equivalents pledged as security by the Company

## NOTE 14: OTHER BANK BALANCES

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
Deposits with original maturity of more than 12 months*	2	1
Deposits with original maturity of more than 3 months but less than 12 months**	30	111
In unpaid dividend account	5	5
<b>Total other bank balances</b>	<b>37</b>	<b>117</b>

\* Includes ₹ 1 crores (31 March 2022: ₹ 1 crores) held as lien by banks against bank guarantees.

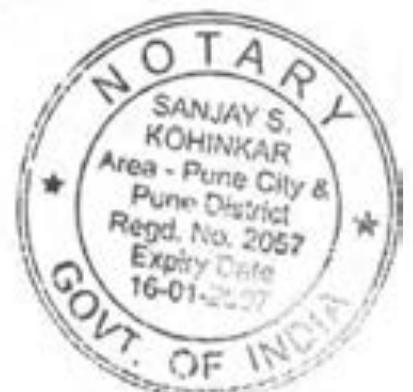
\*\* Includes ₹ Nil (31 March 2022: ₹ 1 crores) held as lien by banks against bank guarantees.

Refer note 18 for information on other bank balances pledged as security by the Company



For Sterlite Technologies Limited  
*A. D. Gajjar*  
 Company Secretary

For STL Networks Limited  
*A. D. Gajjar*  
 Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**

Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 15: DISCONTINUED OPERATIONS AND ASSETS CLASSIFIED AS HELD FOR SALE**

Year ended 31 March 2023

The Company has reported following businesses as discontinued operations. The comparative figures of the statement of profit and loss have been restated accordingly

**A. Wireless Solution Business**

During the current year, the Company recognised its Wireless Business as discontinued operation and classified certain non-current assets of ₹ 62 crores as assets held for sale. As of March 31, 2023, the Company has recognised an impairment provision of ₹ 52 crores as the difference between the estimated fair value and carrying amount of the assets held for sale

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
<b>Assets classified as held for sale</b>		
Property, plant and equipment	10	-
<b>Total assets of disposal group held for sale</b>	<b>10</b>	<b>-</b>
<b>Financial performance and cash flow information</b>		
	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
Revenue	5	15
Expenses	145	162
<b>Profit / (loss) before income tax</b>	<b>(139)</b>	<b>(147)</b>
Income tax	36	37
<b>Profit / (loss) for the year</b>	<b>(103)</b>	<b>(110)</b>
Loss on measurement of fair value less cost to sell of assets held for sale	(52)	-
Income tax on above	14	-
<b>Profit / (loss) from discontinued operations</b>	<b>(141)</b>	<b>(110)</b>
Other comprehensive income	-	-
<b>Total comprehensive income/(loss)</b>	<b>(141)</b>	<b>(110)</b>
Net cash inflow / (outflow) from operating activities	-	-
Net cash inflow / (outflow) from operating activities	(74)	(84)
Net cash inflow / (outflow) from investing activities	2	(5)
Net cash inflow / (outflow) from financing activities	(2)	(1)
<b>Net (decrease) / increase in cash generated from discontinued operation</b>	<b>(74)</b>	<b>(140)</b>

**B. Telecom Software Business**

During the current year, the Company sold the Telecom Software business and recognised a net gain of ₹ 14 crores in accordance with the business transfer agreement after considering charge of certain net assets not transferred.

**Financial performance and cash flow information**

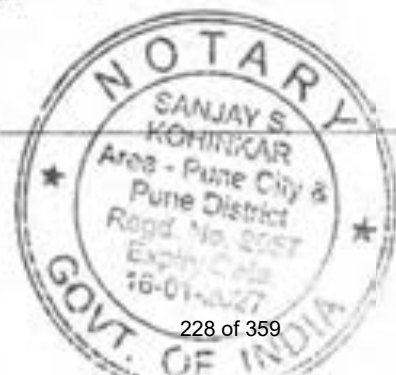
	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
Revenue	110	150
Expenses	183	170
<b>Profit / (loss) before income tax</b>	<b>(72)</b>	<b>(21)</b>
Income tax credit	17	3
<b>Profit / (loss) for the year</b>	<b>(54)</b>	<b>(18)</b>
Gain / (Net off ₹ 43 crores provided for certain net assets not transferred) on sale of business (see note a below)	14	-
Income tax on above	(3)	-
<b>Profit / (loss) from discontinued operations</b>	<b>(43)</b>	<b>(18)</b>
Other comprehensive income	-	-
Net cash inflow / (outflow) from operating activities	19	3
Net cash inflow / (outflow) from investing activities	18	(12)
Net cash inflow / (outflow) from financing activities	(1)	(1)
<b>Net (decrease) / increase in cash generated from discontinued operation</b>	<b>36</b>	<b>(16)</b>

**a. Details of the sale of the business**

	31 March 2023 (₹ in crores)
Consideration received:	
Cash	95
Carrying amount of net assets sold	(37)
Expenses pertaining to above sale	(3)
Provision for certain assets not transferred	(42)
Gain on sale of business	14
Income tax expense on gain	(9)
Gain on sale of business after tax	9

For STL Networks Limited  
**Audhyanu**  
 Authorised Signatory  
 April Deshpande  
 Company Secretary

For STL Networks Limited  
**Audhyanu**  
 Authorised Signatory  
 TECHNOLOGIES LIMITED



## STERLITE TECHNOLOGIES LIMITED

Notes to standalone financial statements for the year ended March 31, 2023

The carrying amounts of assets and liabilities as at the date of sale (17 March 2023) were as follows:

	17 March 2023 (₹ in crores)
Property, Plant and Equipment	0
Capital work-in-progress	6
Other intangible assets	0
Inventories	1
Trade receivables	35
Contract Assets	24
Other current assets	1
<b>Total assets</b>	<b>67</b>
Trade payables	2
Contract Liabilities	31
<b>Total liabilities</b>	<b>34</b>
<b>Net assets</b>	<b>33</b>

## C. Digital Business

During the current year, the Management entered into a business transfer agreement with its wholly-owned subsidiary to transfer the Digital business on a going concern basis (in a stamp sale) with effect from April 1, 2023. Accordingly, the Company has recognised Digital business as a discontinued operation and classified the related assets of ₹ 18 crores and liabilities of ₹ 1 crores as held for sale.

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
<b>Assets classified as held for sale</b>		
Property, plant and equipment	1	-
Trade receivables	12	-
Contract assets	4	-
Other current assets	1	-
<b>Total assets of disposal group held for sale</b>	<b>18</b>	<b>-</b>
<b>Liabilities directly associated with assets classified as held for sale</b>		
Trade payables	1	-
<b>Total liabilities directly associated with assets classified as held for sale</b>	<b>1</b>	<b>-</b>
<b>Net assets of disposal group held for sale</b>	<b>18</b>	<b>-</b>

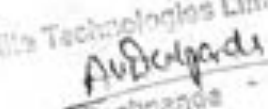
## Financial performance and cash flow information

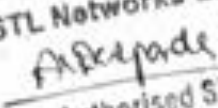
	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
Revenue	31	-
Expenses	120	8
<b>Profit / (loss) before income tax</b>	<b>(89)</b>	<b>(8)</b>
Income tax	26	2
<b>Profit / (loss) for the year</b>	<b>(74)</b>	<b>(6)</b>
Other comprehensive income	-	-
<b>Total comprehensive income</b>	<b>(74)</b>	<b>(6)</b>
<b>Total comprehensive income/(loss)</b>	<b>(74)</b>	<b>(6)</b>
Net cash inflow / (outflow) from operating activities	(91)	(6)
Net cash inflow / (outflow) from investing activities	(1)	0
Net cash inflow / (outflow) from financing activities	(6)	-
<b>Net (decrease) / increase in cash generated from discontinued operation</b>	<b>(92)</b>	<b>(6)</b>

Year ending 31 March 2023 :

During the year ended March 31, 2023, company has sold the investment in MTCIL. The gain on sale of investment in Maharashtra Transmission Communication Infrastructure Limited of ₹ 26 crores is disclosed in other income as Profit on sale of subsidiaries and investment in joint venture.

Further, the Company had decided to sell land and building at Hyderabad during the year ended 31 March 2021. Since it was classified as held for sale during the year ended 31 March 2021 and measured at the lower of its carrying amount and fair value less costs to sell. The fair value of the building was determined using the sales comparison approach. No write down was recognised as fair value of the assets is higher than cost. During the year ended March 31, 2022, company has sold the land and building at Hyderabad. The gain of ₹ 67 crores is recognised as an exceptional item in the statement of profit and loss.

For Sterlite Technologies Limited  
  
 Anil Deshpande  
 Company Secretary

For STL Networks Limited  
  
 Anil Deshpande  
 Authorised Signatory



## STERLITE TECHNOLOGIES LIMITED

Notes to standalone financial statements for the year ended March 31, 2023

## NOTE 16: SHARE CAPITAL

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
Authorized equity share capital (no. shares): 75,00,000 (31 March 2022: 75,00,000) equity shares of ₹2 each	150	150
Issued, subscribed and fully paid-up shares (no. shares): 39,85,000 (31 March 2022: 39,77,000) equity shares of ₹2 each fully paid-up	80	80
Total issued, subscribed and fully paid-up share capital	80	80

## a. Breakdown of the shares outstanding at the beginning and at the end of the reporting period

	31 March 2023		31 March 2022	
	No. in shares	₹ in crores	No. in shares	₹ in crores
At the beginning of the year	39,77,000	80	39,66,000	79
Issued during the year against employee stock options	8,000	0	11,000	0
Outstanding at the end of the year	39,85,000	80	39,77,000	80

## b. Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹2 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

## c. Shares held by Holding Company and its subsidiaries/associates:

	31 March 2023		31 March 2022	
	No. in shares	% holding	No. in shares	% holding
Immediate Holding Company Two Star Overseas Limited, Mauritius (Subsidiary of Vulcan Investments Limited, Bahamas) (refer note 48)	21	52.67%	21	52.67%
Vulcan Limited	0	1.20%	0	1.20%

## d. Detail of shareholders holding more than 5% of shares in the Company

	31 March 2023		31 March 2022	
	No. in shares	% holding	No. in shares	% holding
Two Star Overseas Limited, Mauritius (Subsidiary of Vulcan Investments Limited, Bahamas) (refer note 48)	21	52.67%	21	52.67%

## e. Shares reserved for issue under options

For information relating to employees stock options plan, 2010 including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, refer note 33.

## f. Details of shareholding of promoters:

Name of the promoter	Number of shares (% in shares) as at 31 March 2023	Number of shares (% in shares) as at 31 March 2022	Percentage of total number of shares as at 31 March 2023	Percentage of total number of shares as at 31 March 2022	Percentage of change during the year ended 31 March 2023	Percentage of change during the year ended 31 March 2022
Two Star Overseas Limited, Mauritius	21	21	52.67%	52.67%	-0.00%	-0.17%

‘Promoters’ for the purpose of this disclosure means promoters as defined under Section 2(92) of Companies Act, 2013.

## g. Details of shares bought back during the 5 years preceding 31 March 2023:

On March 31, 2023, the Board of Directors had approved the buyback of Equity Shares for a total amount not exceeding ₹43 Crores, being 9.95% and 9.32% of the aggregate of the total paid-up equity capital and free reserves (including securities premium) of the Company based on the audited standalone and consolidated financial statements, respectively, of the Company for the financial year ended March 31, 2019. The Company closed the buy back on August 27, 2023. The Company had bought back 88,67,000 shares for ₹100 crores (excluding taxes).

/

For Sterlite Technologies Limited

A. D. Durgade  
Company SecretaryFor STL Networks Limited  
A. D. Durgade  
Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**

Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 17 : OTHER EQUITY**

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
<b>A. Securities Premium</b>		
Opening balance	25	15
Add: Addition on Employees stock options exercised	9	10
Closing balance (A)	<u>34</u>	<u>25</u>
<b>B. Other reserves</b>		
<b>Capital Reserve</b>	<u>(17)</u>	<u>(17)</u>
<b>Employee Stock Option Outstanding</b>		
Opening balance	21	23
Add: Employee stock option expense for the year (refer note 33)	9	12
Less: Exercised during the year	(9)	(16)
Closing balance	<u>21</u>	<u>25</u>
<b>Debtors Redemption Reserve</b>		
Opening balance	-	38
Less: Amount transferred to general reserve	-	(38)
Closing balance	<u>-</u>	<u>-</u>
<b>Capital Redemption Reserve</b>		
Opening balance	2	2
Add: Capital redemption reserve created during the year	-	-
Closing balance	<u>2</u>	<u>2</u>
<b>General Reserve</b>		
Opening balance	139	101
Add: Amount transferred from debtors redemption reserve	-	38
Closing balance	<u>139</u>	<u>139</u>
<b>Cash Flow Hedge Reserve</b>		
Opening balance	5	6
Add: Cash flow hedge reserve on currency forward contracts	(28)	16
Add: Cash flow hedge reserve on swap contracts	(4)	(1)
Less: Amount reclassified to statement of profit and loss	(8)	(14)
Add/(less): Amount transferred to statement of profit and loss	-	(1)
Add/(less): Deferred tax	9	(5)
Closing balance	<u>(24)</u>	<u>5</u>
<b>Total other reserves (B)</b>	<u>123</u>	<u>152</u>
<b>C. Retained Earnings</b>		
Opening balance	1,587	1,581
Add: Profit for the year	76	82
Add: Remeasurement of defined employee benefit obligation (net of tax)	3	3
Less: Equity dividend (refer note 46)	(20)	(79)
<b>Total retained earnings (C)</b>	<u>1,646</u>	<u>1,587</u>
<b>Total other equity (A+B+C)</b>	<u>1,864</u>	<u>1,763</u>

**Nature and Purpose of reserves other than retained earnings**

**Securities Premium**

Securities premium is used to record the premium on issue of shares. The reserve is utilized in accordance with the provisions of the Companies Act, 2013.

**Capital Reserve**

Capital reserve was created on account of merger of passive infrastructure business of wholly owned subsidiary, Sponcon Network Limited, in the year ended March 31, 2017.

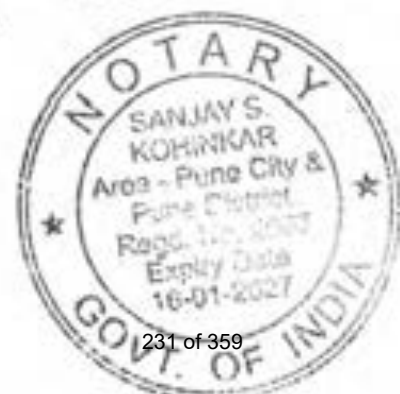
**General Reserve**

General reserve is created out of the amounts transferred from debtors redemption reserve on account of redemption of debtors.

For Sterlite Technologies Limited  
**A. D. Deshpande**  
 Anil Deshpande  
 Company Secretary

For STL Networks Limited

**A. D. Deshpande**  
 Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**

Notes to standalone financial statements for the year ended March 31, 2023

**Cash Flow Hedge Reserve**

The Company uses hedging instruments as part of its management of foreign currency risk associated with its highly probable forecasted sales and purchases and interest rate risk associated with variable interest rate borrowings as described in note 45. For hedging foreign currency risk, the Company uses foreign currency forward contracts which are designated as cash flow hedges. For hedging interest rate risk, the Company uses interest rate swaps which are also designated as cash flow hedges. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the cash flow hedging reserve. Amounts recognised in the cash flow hedging reserve are reclassified to profit or loss when the hedged item affects profit or loss. When the forecasted transaction results in the recognition of a non-financial asset (e.g. inventory), the amount recognised in the cash flow hedging reserve is adjusted against the carrying amount of the non-financial asset.

**Employee Stock Option Outstanding**

The share options outstanding account is used to recognise the grant date fair value of options issued to employees under employee stock option plan (ESOP Scheme) approved by shareholders of the Company.

**Debtors Redemption Reserve**

The Company had created a debtors redemption reserve (DRR) of 25% of the total outstanding debentures out of the profits which are available for the purpose of redemption of debentures as per provisions of the Companies Act, 2013. The outstanding amounts were repaid in the previous year.

**Capital Redemption Reserve**

As per provisions of the Companies Act, 2013, the Company has created a capital redemption reserve (CRR) of 2 Crores against face value of equity shares bought back by the Company during the year ended 31 March 2021.

**NOTE 18: BORROWINGS**

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
<b>Non-current borrowings</b>		
<b>Debentures (Secured)</b>		
10,800 (31 March 2022 : Nil) 9.10% Non convertible debentures of ₹ 1 lacs each	100	-
2,900 (31 March 2022 : 2,900) 8.25% Non convertible debentures of ₹ 10 lacs each	290	290
1,500 (31 March 2022 : 1,500) 7.30% Non convertible debentures of ₹ 10 lacs each	150	150
<b>Term loans</b>		
Indian rupee loans from banks (secured)	366	249
Foreign currency loan from banks (secured)	-	100
Indian rupee loans from NBFC (unsecured)	249	26
Indian rupee loans from banks (unsecured)	-	490
	<u>1,185</u>	<u>1,215</u>
<b>The above amount includes</b>		
Secured borrowings	906	789
Unsecured borrowings	249	426
	<u>1,155</u>	<u>1,215</u>
<b>Total Non-current borrowings</b>	<u>1,185</u>	<u>1,215</u>
Less: Current maturities of long term borrowings disclosed under the head "Current Borrowings"	477	243
<b>Net Amount</b>	<u>678</u>	<u>972</u>

**Notes:**

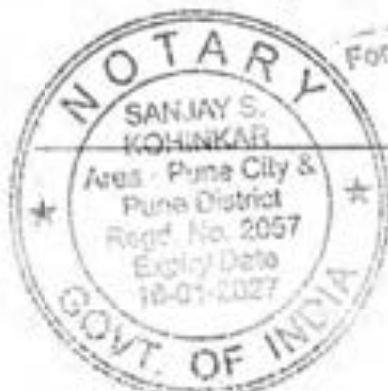
a) 8.25% Non convertible debentures carry 8.25% p.a rate of interest. Total amount of non-convertible debentures is due in 4 equal annual instalments starting from FY 2021-22 till FY 2024-25. These non-convertible debentures are secured by way of first pari passu charge on specified movable fixed assets at Shendra plant (project Gaurav) (both present and future).

b) 7.30% Non convertible debentures carry 7.30% p.a rate of interest. Total amount of non-convertible debentures is due in the FY 2023-24. These non-convertible debentures are secured by way of mortgage of immovable fixed assets of the Company located at Aurangabad.

c) 9.10% Non convertible debentures carry 9.10% p.a rate of interest. Total amount of non-convertible debentures is due in the FY 2025-26. These non-convertible debentures are secured by way of a first pari passu charge over movable fixed assets of the Company, other than assets located at Shendra Aurangabad.

d) Foreign Currency term loan from bank amounting to ₹ Nil (31 March 2022: ₹ 28 crores) carries interest @ Libor+2.70 % p.a. Loan amount is repayable in 20 quarterly equated instalments of USD 0.13 crores starting from April 2018. The term loan is secured by way of first pari passu charge on entire movable fixed assets (both present and future) and mortgage of immovable fixed assets of the Company located at Dabra & Nigar Haveli and Pune. The loan has been repaid during FY 2022-23.

e) Foreign Currency term loan from bank amounting to ₹ Nil (31 March 2022: ₹ 62 crores) carries interest @ GBP Libor+2.60 % p.a. Loan amount is repayable in 6 half-yearly equated instalments of GBP 0.13 crores starting from Feb 2023. The term loan is secured by way of first pari passu charge on entire movable fixed assets (both present and future) of the Company. The loan has been repaid during FY 2022-23.



For Sterlite Technologies Limited  
**A. D. Dulpande**  
 Company Secretary

For STL Networks Limited  
**A. D. Dulpande**  
 Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**

Notes to standalone financial statements for the year ended March 31, 2023

f) Indian rupee term loan from bank amounting to ₹ 166 crores (31 March 2022: ₹ 249 crores) carries interest @ One Year MCLR +0.15% p.a. Loan amount is repayable in 12 quarterly instalments from June 2022 of ₹ 20.75 crores per Quarter (excluding interest). The term loan is secured by way of first pari passu charge on entire movable fixed assets at Sileska plant (project Gaurav) (both present and future).

g) Secured Indian rupee term loan from bank amounting to ₹. 200 crores (31 March 2022: Unsecured Indian rupee term loan: ₹. 200 crores) carries interest @ overnight MCLR. Loan amount is repayable as a bullet repayment in the month of October 2023. The term loan is secured by way of first pari passu charge on entire movable fixed assets at Sileska plant (project Gaurav) (both present and future).

h) Unsecured Indian rupee term loan from bank amounting to ₹ Nil (31 March 2022: ₹ 200 crores) carries interest 6.6% p.a. Loan amount has been repaid during FY 2022-23.

i) Unsecured Indian rupee term loan from NBFC amounting to ₹ 175 crores (31 March 2022: Nil) carries interest @ 9.15% p.a. Loan amount is repayable in FY 2024-25.

j) Unsecured Indian rupee term loan from NBFC amounting to ₹ 74 crores (31 March 2022: ₹ 25 crores) carries interest @ 7.5% p.a. Loan amount is repayable in FY 2023-24 & 2024-25.

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
<b>Current borrowings</b>		
Working capital demand loans from banks (secured)	734	323
Current Maturities of Long term borrowings (secured)	434	219
Current Maturities of Long term borrowings (unsecured)	43	24
Commercial paper from bank (unsecured)	200	500
Other loans from banks (secured)	714	423
Other loans from banks (unsecured)	166	114
	<u>2,291</u>	<u>1,603</u>
<b>The above amount includes</b>		
Secured borrowings	1,882	967
Unsecured borrowings	409	638
<b>Net Amount</b>	<u>2,291</u>	<u>1,605</u>

**Notes:**

(i) Working capital demand loan from banks is secured by first pari-passu charge on entire current assets of the Company (both present and future) and second pari-passu charge on plant & machinery and other movable fixed assets of the Company. Working Capital Demand Loans have been taken for a period of 7 days to 180 days and carry interest @ 6.85 % to 8.60% p.a (31 March 2022: 4.50 % to 7.00% p.a).

(ii) Commercial Papers are unsecured and are generally taken for a period from 60 Days to 180 days and carry interest @ 7.53% to 8.40% p.a (31 March 2022: 4.90% to 6.00% p.a).

(iii) Other loans include buyer's credit arrangements (unsecured) and export packing credit (secured). These secured loans are secured by hypothecation of raw materials, work in progress, finished goods and trade receivables. Export packing credit is taken for a period ranging from 30-180 days. Interest rate for both the products range from 6.85% - 8.05% p.a (31 March 2022: 4.00% - 6.50% p.a).

**Borrowing secured against current assets :**

The company has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the company with banks and financial institutions are in agreement with the books of accounts except as disclosed in Note no 19.

**Utilisation of borrowed funds**

The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or ;
- provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

The borrowings obtained by the company during the year from banks and financial institutions have been applied for the purposes for which such loans were taken.

The company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

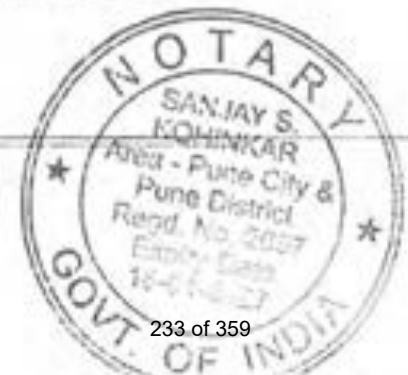
There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

For and on behalf of the Company

*A. D. D. D. D.*  
Company Secretary

For STL Networks Limited

*A. D. D. D. D.*  
Authorized Signatory



## STERLITE TECHNOLOGIES LIMITED

Notes to standalone financial statements for the year ended March 31, 2023

## Net debt reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.

Particulars	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
Cash and cash equivalents	138	275
Current investments*	90	110
Current borrowings (including interest accrued but not due)	(2,291)	(1,606)
Non-current borrowings	(678)	(972)
Net Debt	(2,741)	(2,193)

The amount of net debt considering the amount of lease liability of ₹ 80 crores (31 March 2022 : ₹ 87 crores) is ₹ 2,821 crores (31 March 2022 : ₹ 2,280 crores). For movement of lease liability refer note 4

\*includes other bank balance of ₹ 50 crores (31 March 2022 : ₹ 110 crores) with respect to fixed deposit excluding deposits held as lies by banks against bank guarantees. These fixed deposits can be encashed by the Company at any time without any major penalties.

## Movement of Borrowings (current and non current)

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
Opening balance	2,579	2,166
Cashflows	394	412
Interest expense	254	190
Interest paid	(254)	(190)
Forex adjustment	(4)	1
Closing balance	2,969	2,579

## Cash and cash equivalent

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
Opening balance	275	76
Cashflows	(137)	199
Closing balance	138	275

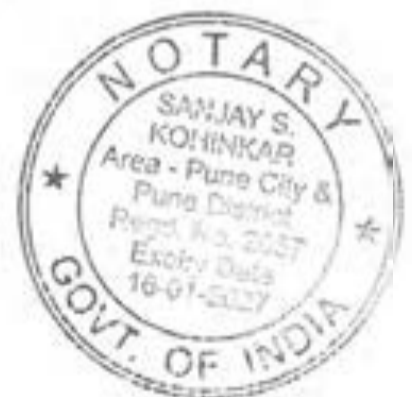
## Current Investments

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
Opening balance	110	230
Cashflows	(27)	(125)
Fair value adjustments	2	5
Closing balance	90	110



For Sterlite Technologies Limited  
*Amit Deshpande*  
 Amit Deshpande  
 Company Secretary

For STL Networks Limited  
*Amit Deshpande*  
 Authorised Signatory



## STERLITE TECHNOLOGIES LIMITED

Notes to standalone financial statements for the year ended March 31, 2023

## Assets pledged as security

The carrying amounts of assets pledged as security for current and non-current borrowings are:

Particulars	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
<b>Current</b>		
<b>Financial Assets</b>		
<i>Peri Passa Charge</i>		
Current Investments	40	-
Trade Receivables <sup>1</sup>	2,154	1,849
Cash and Cash Equivalents	138	275
Other Bank Balances	37	117
Other Current Financial Assets	120	115
<b>Non Financial Assets</b>		
<i>Peri Passa Charge</i>		
Inventories	410	445
Contract Assets	1,373	1,218
Other Current Assets	402	385
<b>Total Current Assets pledged as security</b>	<b>4,694</b>	<b>4,094</b>
<b>Non Current Assets</b>		
<i>Exclusive Charge</i>		
Right of Use asset	8	8
Buildings	158	164
<i>Peri Passa Charge</i>		
Freehold Land	38	39
Buildings	125	233
Plant & Machinery	1,341	1,475
Furniture & Fixtures	12	11
Data Processing Equipments	13	19
Office Equipments	5	4
Electrical Fittings	39	39
Vehicles	6	8
Capital Work in Progress	55	63
<b>Total Non Current Assets pledged as security</b>	<b>1,790</b>	<b>1,195</b>
<b>Total Assets pledged as security</b>	<b>6,484</b>	<b>5,289</b>

## NOTE 19: OTHER FINANCIAL LIABILITIES

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
<b>Non-current</b>		
<b>Derivative instruments</b>		
Foreign exchange forward contracts	-	0
<b>Other financial liabilities</b>		
Payables for purchase of property, plant and equipment	7	-
Deposits from vendors	3	2
Financial guarantee payable	0	2
<b>Total non-current financial liabilities</b>	<b>10</b>	<b>4</b>
<b>Current</b>		
<b>Derivative instruments</b>		
Foreign exchange forward contracts	31	3
Currency / Interest Rate Swaps	-	0
	<b>31</b>	<b>3</b>
<b>Other financial liabilities</b>		
Interest accrued but not due on borrowings	0	2
Undeclared dividend*	5	5
Deposits from customers	0	0
Deposits from vendors	-	0
Payables for purchase of property, plant and equipment:	113	150
Employee benefits payable	84	92
Financial guarantee payable	2	1
Others	0	9
	<b>304</b>	<b>219</b>
<b>Total current financial liabilities</b>	<b>335</b>	<b>222</b>

\* There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

For Sterlite Technologies Limited

Am. Anandkumar  
Company Secretary

For STL Networks Limited

A. D. D. D. D.  
Authorised Signatory

**STERLITE TECHNOLOGIES LIMITED**

Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 20: TRADE PAYABLES**

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
Total outstanding dues of micro & small enterprises (refer note 39)	312	173
Total outstanding dues of creditors other than micro & small enterprises		
Trade payables to related parties (refer note 48)	289	162
Acceptances	236	307
Others	1,249	1,661
	<u>1,774</u>	<u>2,130</u>
<b>Total Trade Payables</b>	<u><b>2,086</b></u>	<u><b>2,303</b></u>

Trade payable ageing (Amount in Ru Crores)

Particulars	31 March 2023						Total
	Billed	Not Due	Outstanding for following periods from due date				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME-undisputed	-	200	111	1	0	0	312
(ii) Others-undisputed	672	834	239	11	12	6	1,774
<b>Total</b>	<b>672</b>	<b>1,034</b>	<b>350</b>	<b>12</b>	<b>12</b>	<b>6</b>	<b>2,086</b>

Particulars	31 March 2022						Total
	Billed	Not Due	Outstanding for following periods from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME-undisputed	-	59	114	-	-	-	173
(ii) Others-undisputed	619	1,156	322	9	9	15	2,130
<b>Total</b>	<b>619</b>	<b>1,216</b>	<b>436</b>	<b>9</b>	<b>9</b>	<b>15</b>	<b>2,303</b>

**NOTE 21: PROVISIONS**

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
<b>Non-current</b>		
Provision for warranty	0	1
<b>Total non-current provision</b>	<u>0</u>	<u>1</u>
<b>Current</b>		
Provision for litigations / contingencies (refer note 37)	56	23
Provision for warranty	-	1
<b>Total current provision</b>	<u>56</u>	<u>24</u>

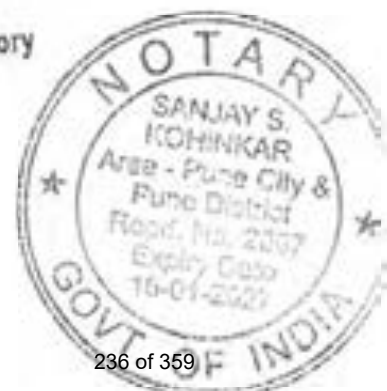
Provision for litigations / contingencies :

The provision of ₹ 56 as at 31 March 2023 (31 March 2022: ₹ 24 Crores) is towards contingencies in respect of disputed claims against the Company as described in note 37, quantum of outflow and timing of which is presently unascertainable.

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
At the beginning of the year	24	10
Addition during the year	42	14
Utilized during the year	-	-
<b>At the end of the year</b>	<u>66</u>	<u>24</u>
Current portion	56	23
Non-current portion	0	1

For Sterlite Technologies Limited  
*A. V. D. Gupta*  
 Ashish Gupta  
 Company Secretary

For STL Networks Limited  
*A. V. D. Gupta*  
 Authorised Signatory



## STERLITE TECHNOLOGIES LIMITED

Notes to Standalone financial statements for the year ended March 31, 2023

## Provision for warranty

The Company has given warranty on network software and licenses sold to customers. The timing of the outflow is expected to be within a period of eighteen months from the date of sale of telecom software products. Movement in provision for warranty is given below:

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
At the beginning of the year	2	1
Arising during the year	0	0
Utilized during the year	(2)	-
At the end of the year	0	1
Current portion	-	1
Non-current portion	0	-

## NOTE 22: OTHER CURRENT LIABILITIES AND CONTRACT LIABILITIES

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
<b>Contract liabilities</b>		
Unearned revenue	8	20
Advance from customers	155	157
<b>Total</b>	<b>163</b>	<b>177</b>

## Significant changes in Contract liabilities

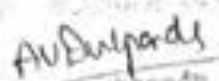
Contract liabilities have decreased in current year as entity has recognized revenue from opening unearned revenue. The movement in advance from customer is on account of advances received and utilized during the year.

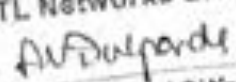
During the year the Company has recognized revenue of ₹ 20 crores (31 March 2022: ₹ 22 crores) arising from opening unearned revenue.

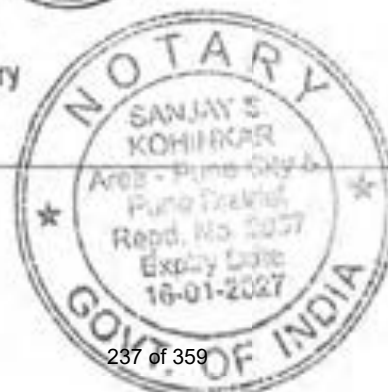
	31 March 2023	31 March 2022
<b>Current</b>		
Indirect taxes payable	35	38
Withholding taxes (TDS) payable	8	14
Others	16	13
<b>Total other current liabilities</b>	<b>59</b>	<b>65</b>

## NOTE 23A: DEFERRED TAX LIABILITIES (NET)

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
<b>Deferred tax liability</b>		
Property, plant & equipment and intangible assets: Impact of difference between tax depreciation and depreciation/amortisation for financial reporting	127	133
Impact of fair valuation of Land as at Ind AS transition date	11	11
Right of Use assets	20	22
Net movement on cash flow hedges	-	7
Impact of difference in revenue recognition under income tax and Ind AS	25	15
Others	2	2
<b>Total deferred tax liability (A)</b>	<b>185</b>	<b>190</b>
<b>Deferred tax assets</b>		
Provision for doubtful debtors and other assets, allowed for tax purpose on payment basis	62	60
Expenditure allowed for tax purposes on payment basis	16	27
Provision for inventory	17	14
Provision for litigations / contingencies	17	7
Lease Liability	20	22
Ind AS 116 transition impact	-	1
Net movement of cash flow hedges	1	-
Others	8	2
<b>Total deferred tax asset (B)</b>	<b>141</b>	<b>133</b>
<b>Net deferred tax liability (A-B)</b>	<b>44</b>	<b>57</b>

For STL Networks Limited  
  
 Anand Durgade  
 Company Secretary

For STL Networks Limited  
  
 Anand Durgade  
 Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**

Notes to standalone financial statements for the year ended March 31, 2023

**Reconciliation of deferred tax liability**

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
Opening deferred tax liability, net	56	93
Deferred tax (credit) / charge recorded in statement of profit and loss	(4)	(38)
Deferred tax (credit) / charge recorded in OCI	(8)	1
Closing deferred tax liability, net	<u>44</u>	<u>56</u>

The major components of income tax expense for the years ended 31 March 2023 and 31 March 2022 are:

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
<b>Profit or loss section</b>		
Current tax related to continuing operation	102	111
Current tax related to discontinued operation	(91)	(44)
Deferred tax	<u>(4)</u>	<u>(38)</u>
	7	29
<b>OCI section</b>		
Deferred tax related to items recognised in OCI during in the year		
Net (gain)/loss on movement in cash flow hedges	(9)	0
Re-employment loss of defined employee benefit plans	1	1
	<u>(8)</u>	<u>1</u>

**Reconciliation of tax expense**

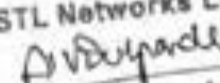
	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
Accounting profit before income tax from continuing and discontinued operations	83	111
Tax at India's statutory income tax rate of 25.17% (31 March 2022: 25.17%)	21	28
Adjustments in respect of income tax of previous years	0	3
Tax benefits under various sections of Income tax Act, 1961	(12)	(5)
Other adjustments	<u>(2)</u>	<u>3</u>
Income tax expense	7	29
Income tax expense reported in the statement of profit and loss	<u>7</u>	<u>29</u>

**NOTE 23B: CURRENT TAX LIABILITIES (NET)**

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
Opening Current tax liabilities/assets	(58)	15
Add/(Less): Current tax payable for the year- Continuing operations	102	111
Add/(Less): Current tax payable for the year- Discontinued operations	(91)	(44)
Add/(Less): Tax paid (Net of refunds)	47	(140)
Add/(Less): Other adjustments	0	0
Total current tax liabilities/assets	<u>0</u>	<u>(58)</u>

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

For Sterlite Technologies Limited  
  
 Amit Deshpande  
 Company Secretary

For STL Networks Limited  
  
 Authorised Signatory





## STERLITE TECHNOLOGIES LIMITED

Notes to standalone financial statements for the year ended March 31, 2023

## NOTE 24: EMPLOYEE BENEFIT OBLIGATIONS

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
<b>Non Current</b>		
Provision for gratuity	14	21
Provision for compensated absences	15	19
<b>Total non-current employee benefit obligations</b>	<b>29</b>	<b>40</b>
<b>Current</b>		
Provision for gratuity	10	12
Provision for compensated absences	3	4
<b>Total current employee benefit obligations</b>	<b>13</b>	<b>16</b>

## i) Compensated Absences

The compensated absences cover the Company's liability for sick and privilege leave. The Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months and accordingly amounts have been classified as current and non current based on actuarial valuation report.

## ii) Post employment benefit obligation - Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972 (amended). Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to fund managed by Life Insurance Corporation of India. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimate of expected gratuity payments.

Changes in the present value of the defined benefit obligation are as follows:

Particulars	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
Defined benefit obligation at the beginning of the year	37	44
Current service cost	6	6
Interest cost	3	3
Liability Transferred Out/ Divestments	(1)	
Actuarial (gain)/loss		
- Due to change in Demographic Assumptions	-	0
- Due to change in Financial Assumptions	(1)	(6)
- Due to Experience	(4)	1
Benefits paid	(6)	(11)
<b>Defined benefit obligations at the end of the year</b>	<b>34</b>	<b>37</b>

Changes in the fair value of plan assets are as follows:

Particulars	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
Fair value of plan assets at the beginning of the year	4	5
Interest Income	0	0
Contribution by employer	11	2
Benefits paid	(4)	(3)
Returns on Plan Assets, Excluding Interest Income	(0)	(0)
<b>Fair value of plan assets at the end of the year</b>	<b>11</b>	<b>4</b>

The company expects to contribute ₹ 10 crores (Actual contribution for the year ended 31 March 2022: ₹ 11 crores) to its gratuity plan in FY 2023-24.

For Sterlite Technologies Limited  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
Amit Deshpande  
Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**

Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 24: EMPLOYEE BENEFIT OBLIGATIONS**

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	31 March 2023	31 March 2022
	%	%
Insurance Fund with Life Insurance Corporation of India	100	100

The fair value of plan assets represents the amount as confirmed by the fund.

**Details of defined benefit obligation**

Particulars	31 March 2023	31 March 2022
	(₹ in crores)	(₹ in crores)
Present value of defined benefit obligation	34	37
Fair value of plan assets	(11)	(4)
<b>Net defined benefit liability</b>	<b>23</b>	<b>33</b>

The net liability disclosed above relates to funded plans as follows:

Particulars	31 March 2023	31 March 2022
	(₹ in crores)	(₹ in crores)
Present value of funded obligations	34	37
Fair value of plan assets	(11)	(4)
<b>Deficit of funded plan (A)</b>	<b>23</b>	<b>33</b>
Unfunded plans (B)	0	0
<b>Total net obligation (A+B)</b>	<b>23</b>	<b>33</b>

The Company has no legal obligation to settle the deficit in the funded plans with an immediate contribution or additional one off contributions. The Company intends to continue to contribute the defined benefit plans as per the demand from LIC of India.

**Net employee benefit expense recognised in the statement of profit and loss:**

Particulars	31 March 2023	31 March 2022
	(₹ in crores)	(₹ in crores)
Current service cost	6	6
Interest cost	3	3
Expected return on plan assets	0	0
<b>Net benefit expense*</b>	<b>9</b>	<b>9</b>

\*The above includes employee benefit expenses of Rs 3 crores (March 31, 2022 Rs. 3 crores) with respect to discontinued operations.

9



For Sterlite Technologies Limited  
**A. Deshpande**  
 Amit Deshpande  
 Company Secretary

For STL Networks Limited  
**A. Deshpande**  
 Authorised Signatory



## STERLITE TECHNOLOGIES LIMITED

Notes to standalone financial statements for the year ended March 31, 2023

## NOTE 24: EMPLOYEE BENEFIT OBLIGATIONS

Net employee benefit expense recognised in the other comprehensive income (OCI):

Particulars	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
Actuarial (gain)/losses	(3)	(4)
Return on Plan Assets (Excluding Interest Income)	0	0
Net (income)/expense for the year recognised in OCI	(4)	(4)

The principal assumptions used in determining defined benefit obligation are shown below:

Particulars	31 March 2023	31 March 2022
Discount rate	7.41%	6.90%
Expected rate of return on plan asset	7.41%	6.90%
Employee turnover	10.00%	10.00%
Expected rate of salary increase	8.00%	8.00%

The estimated future salary increase, considered in actuarial valuation, takes into account the effect of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

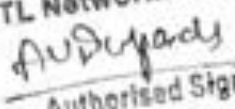
## Sensitivity Analysis

Particulars	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
+1% Change in discount rate	(2)	(2)
-1% Change in discount rate	2	2
+1% Change in rate of salary increase	2	2
-1% Change in rate of salary increase	(2)	(2)
+1% Change in rate of employee turnover	(0)	(0)
-1% Change in rate of employee turnover	0	0

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

For Sterlite Technologies Limited  
  
 Amit Deshpande  
 Company Secretary

For STL Networks Limited  
  
 Anudipady  
 Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**

Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 24: EMPLOYEE BENEFIT OBLIGATIONS**

**Risk exposure**

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below :

**Asset volatility:**

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Plan assets are maintained with fund manager, LIC of India.

The Company's assets are maintained in a trust fund managed by public sector insurance company (LIC of India). LIC has a sovereign guarantee and has been providing consistent and competitive returns over the years. The plan asset risk is in compliance with the requirements of the respective local regulations.

**Changes in bond yields:**

A decrease in bond yields will increase plan liabilities.

**Future salary escalation and inflation risk:**

Rising salaries will often result in higher future defined benefit payments resulting in a higher present value of liabilities especially unexpected salary increases provided at management's discretion may lead to uncertainties in estimating this risk.

**Life expectancy**

Increases in life expectancy of employee will result in an increase in the plan liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

The weighted average duration of the defined benefit obligation is 8 years (31 March 2022 - 8 years). The expected maturity analysis of gratuity is as follows:

**Maturity Analysis of defined benefit obligation:**

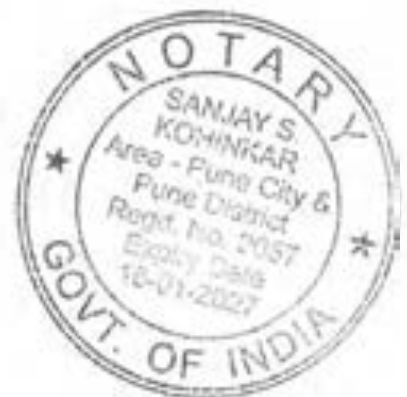
The expected maturity analysis of undiscounted gratuity is as follows :

Particulars	₹ in crores)	
	31 March 2023 (Funded)	31 March 2022 (Funded)
Projected Benefits Payable in Future Years From the Date of Reporting :		
Less than 1 year	6	7
Between 1 to 2 years	3	3
Between 3 to 5 years	9	10
Over 5 years	41	44



For Sterlite Technologies Limited  
*A V Durgade*  
 Amit Deshpande  
 Company Secretary

For STL Networks Limited  
*A V Durgade*  
 Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**  
Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 25: REVENUE FROM OPERATIONS**

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
<b>Revenue from contracts with customers</b>		
<b>Sale of products</b>		
- Finished goods	3,551	2,895
- Traded goods	163	162
<b>Revenue from sale of products</b>	<u>3,714</u>	<u>3,057</u>
<b>Revenue from sale of services</b>	180	2
<b>Revenue from network integration projects</b>	1,349	1,710
<b>Revenue from software products/licenses and implementation activities</b>	<u>3</u>	<u>3</u>
	<u>5,246</u>	<u>4,772</u>
<b>Other operating revenue</b>		
- Scrap sales	42	34
- Other operating income*	19	10
- Export incentives*	49	40
<b>Revenue from operations</b>	<u>5,356</u>	<u>4,856</u>

Revenue disaggregation in terms of nature of goods and services has been included above.

The total contract price of ₹ 5,259 crores (31 March 2022: ₹ 4,798 crores) is reduced by the consideration of ₹ 13 crores (31 March 2022: ₹ 28 crores) towards variable components.

Refer note 2 and 3 for accounting policy and significant judgements, respectively.

The Company's unsatisfied (or partially satisfied) performance obligations can vary due to several factors such as terminations, changes in scope of contracts, periodic re-evaluations of the estimates or other relevant economic factors. The aggregate value of unsatisfied (or partially satisfied) performance obligations is ₹ 3,950 crores (31 March 2022: ₹ 4,124 crores) which is expected to be recognised over a period of one to nine years. Amount of unsatisfied (or partially satisfied) performance obligations does not include contracts with original expected duration of one year or less since the Company has applied the practical expedient in Ind AS 115.

The Company has recorded provision of ₹ Nil (31 March 2022: ₹ 64 crores) based on final settlement with the customer for supplies made in the previous years by an adjustment to revenue from operations.

\*This relates to government grants pertaining to indirect tax benefits availed under Industrial Promotion Scheme, Remission of Duties or Taxes on Export Products Scheme and Duty Drawback Scheme.

**NOTE 26: OTHER INCOME**

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
<b>Royalty income (refer note 48)</b>	38	-
<b>Profit on buyback of shares by subsidiary</b>	15	-
<b>Management Fees (refer note 48)</b>	34	11
<b>Rental income (refer note 48)</b>	1	0
<b>Profit on sale of assets, net</b>	-	1
<b>Dividend income (refer note 48)</b>	47	-
<b>Profit on sale of investment</b>	-	20
<b>Miscellaneous income</b>	11	1
	<u>146</u>	<u>33</u>
<b>Interest income on:</b>		
- Bank deposits	5	4
- Loans to related parties (refer note 48)	22	19
<b>Gains(loss) on investment measured at FVTPL, net</b>	<u>2</u>	<u>1</u>
	<u>29</u>	<u>25</u>
<b>Total other income</b>	<u>175</u>	<u>58</u>

For Sterlite Technologies Limited  
*Amit Deshpande*  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
*Amit Deshpande*  
Amit Deshpande  
Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**

Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 27: COST OF RAW MATERIALS AND COMPONENTS CONSUMED**

	31 March 2023 (₹ in crore)	31 March 2022 (₹ in crore)
Inventory at the beginning of the year (refer note 11)	122	154
Add: Purchases	2,504	2,555
Less: Inventory at the end of the year (refer note 11)	(124)	(122)
<b>Cost of raw material &amp; components consumed</b>	<b>2,502</b>	<b>2,586</b>
<b>(Increase)/ decrease in inventories</b>		
<b>Opening inventories</b>		
Traded goods	8	4
Work-in-progress	31	47
Finished goods	214	104
	273	155
<b>Closing inventories</b>		
Traded goods	30	8
Work-in-progress	30	51
Finished goods	141	214
	201	273
<b>(Increase)/Decrease in inventories</b>	<b>71</b>	<b>(118)</b>

**NOTE 28: EMPLOYEE BENEFITS EXPENSE**

	31 March 2023 (₹ in crore)	31 March 2022 (₹ in crore)
Salaries, wages and bonus	431	416
Contribution to provident fund (refer note a and b below)	11	9
Gratuity expenses (refer note 24)	5	4
Employees stock option expense (refer note 33)	7	11
Staff welfare expenses	23	20
<b>Total Employee benefit expense</b>	<b>477</b>	<b>460</b>

**a. Defined Contribution Plans:**

The Company has a provident fund plan which is a defined contribution plan. Contributions are made to provident fund administered by the Government in India for employees at the rate of 12% of basic salary as per local regulations. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

The Company has recognized the following expenses in the Statement of Profit and Loss for the year:

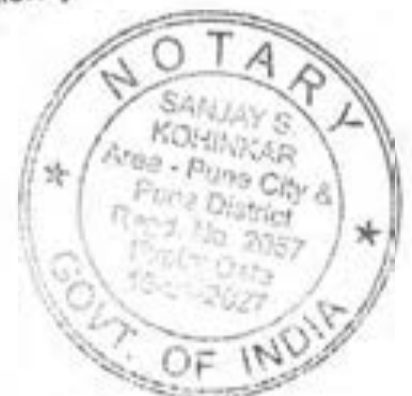
Particulars	31 March 2023 (₹ in crore)	31 March 2022 (₹ in crore)
Contribution to Employees' Provident Fund	11	9
<b>Total</b>	<b>11</b>	<b>9</b>

b. Net of government grant of ₹ 0 crore (31 March 2022: ₹ 1 crore) pertaining to refund of the employees contribution towards provident fund under Industrial Promotion Scheme.



For Sterlite Technologies Limited  
*A. V. Durgade*  
 Joint Managing  
 Company Secretary

For STL Networks Limited  
*A. V. Durgade*  
 Authorised Signatory



## STERLITE TECHNOLOGIES LIMITED

Notes to standalone financial statements for the year ended March 31, 2023

## NOTE 29: OTHER EXPENSES

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
Consumption of stores and spares	149	117
Consumption of packing materials	96	107
Power, fuel and water*	176	128
Labour Charges	78	73
Repairs and maintenance		
Buildings	3	2
Plant & Machinery	16	9
Others	25	14
Corporate Social Responsibility (CSR) expenses (refer note 43)	8	12
Sales commission	13	30
Sales promotion	103	70
Carriage outwards	264	219
Rest	7	2
Insurance	22	22
Legal and professional fees	106	59
Rates and taxes	12	8
Travelling and conveyance	37	22
Subcontracting charges for Network Maintenance	98	43
Provision for doubtful debts and advances	1	90
Provision for contract assets	61	-
Impairment provision for loans and investment in subsidiaries	10	22
Directors sitting fee and commission	0	2
Payment to auditor (refer note below)	2	1
Exchange difference, (net)	-	0
Research and development expenses (refer note 40)		
- Salaries, wages and bonus	17	12
- Raw materials consumed	5	8
- General expenses	17	10
Total Research and development expenses	39	32
Less: Amount transferred to individual expense line item	(38)	(22)
	-	-
Miscellaneous expenses	107	86
Total other expenses	1,589	1,177

\*Net of government grant of ₹ 10 crores (31 March 2022: ₹ 21 crores) pertaining to refund of electricity expenses under Industrial Promotion Scheme.

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
Payment to auditor		
As auditor:		
Audit fee (including limited reviews and audit of consolidated financial statements)	1.90	0.90
Reimbursement of expenses	0.08	0.08
Tax audit fee	0.08	0.04
Other services	1.33	-
In other capacity:		
Other services (including certification fees)	0.11	0.24
	4.06	1.26

## NOTE 30: DEPRECIATION AND AMORTISATION EXPENSE

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
Depreciation of property, plant and equipment	181	179
Depreciation of right of use assets	13	11
Amortisation of intangible assets	9	8
Total depreciation and amortisation expense	203	198

For Sterlite Technologies Limited  
*A. D. Durgade*  
 Joint Company Secretary

For STL Networks Limited  
*A. D. Durgade*  
 Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**

Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 31: FINANCE COST**

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
Interest on financial liabilities measured at amortised cost*	254	198
Interest on lease liabilities	8	9
Bank charges	11	11
Others	7	9
<b>Total finance cost</b>	<b>280</b>	<b>314</b>

\* During the year, the Company has capitalised borrowing costs of ₹ Nil (31 March 2022: ₹ 5 crores) incurred on the borrowings specifically availed for expansion of production facilities and general borrowing costs. The capitalization rate used to determine the amount of borrowing costs to be capitalised is the weighted average interest rate applicable to the company's general borrowings, in this case Nil (31 March 2022: 7.25% p.a.).

**NOTE 32: TAX EXPENSE**

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
Current tax relating to continuing operations*	102	111
Deferred tax†	(4)	(38)
<b>Total tax expense</b>	<b>98</b>	<b>73</b>

Refer note 15 and 23 for details on income tax with respect to discontinued operation.

\*For current year, the current tax expense includes credit of ₹ 24 crores (31 March 2022: charge of ₹ 8 crores) pertaining to current tax of earlier years.

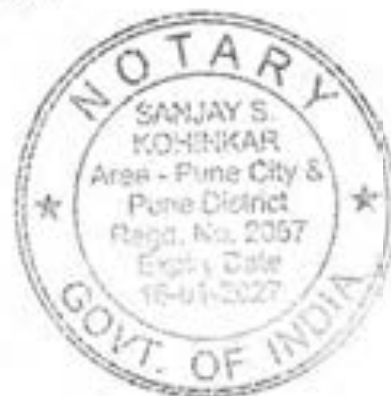
†For current year, the deferred tax includes charge of ₹ 24 crores (31 March 2022: credit of ₹ 5 crores) for adjustment pertaining to deferred tax of earlier years.

*l*



For Sterlite Technologies Limited  
*A. D. Dulpande*  
 Company Secretary

For STL Networks Limited  
*A. D. Dulpande*  
 Authorised Signatory





**STERLITE TECHNOLOGIES LIMITED**

Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 33: EMPLOYEE SHARE BASED PAYMENTS**

The Company has established employees stock options plan, 2010 ("ESOP Scheme") for its employees pursuant to the special resolution passed by shareholders at the annual general meeting held on July 14, 2010. The employee stock option plan is designed to provide incentives to the employees of the Company to deliver long-term returns and is an equity settled plan. The ESOP Scheme is administered by the Nomination and Remuneration Committee. Participation in the plan is at the Nomination and Remuneration Committee's discretion and no individual has a contractual right to participate in the ESOP Scheme or to receive any guaranteed benefits. Options granted under ESOP scheme would vest in not less than one year and not more than five years from the date of grant of the options. The Nomination and Remuneration Committee of the Company has approved multiple grants with related vesting conditions. Vesting of the options would be subject to continuous employment with the Company and hence, the options would vest with passage of time. In addition to this, the Nomination and Remuneration Committee may also specify certain performance parameters subject to which the options would vest. Such options would vest when the performance parameters are met.

Once vested, the options remain exercisable for a period of maximum five years. Options granted under the plan are for no consideration and carry no dividend or voting rights. On exercise, each option is convertible into one equity share. The exercise price is ₹ 2 per option.

The Company has charged ₹ 9 crores (31 March 2022: ₹ 12 crores) to the statement of profit and loss in respect of options granted under ESOP scheme.

a) Set Out Below is the summary of options granted under the plan.

	31 March 2023		31 March 2022	
	Average Exercise price per share option	Number of Options	Average Exercise price per share option	Number of Options
Opening Balance	2	30,02,163	2	35,68,463
Granted during the year	2	16,03,514	2	17,37,354
Exercised during the year	2	(8,23,648)	2	(11,28,407)
Expired/cancelled during the year	2	(7,38,200)	2	(11,75,243)
<b>Closing Balance</b>		<b>38,43,831</b>		<b>30,82,165</b>
Vested and Exercisable		5,12,633		7,34,205

Weighted average share price at the date of exercise of options exercised during the year ended 31 March 2023 is Rs. 164 (31 March 2022: Rs. 269).

Share options outstanding at the end of the year have the following expiry date and exercise prices.

Grant Date	Expiry Date	Exercise Price (INR)	Share options outstanding on 31 March 2023	Share options outstanding on 31 March 2022
30 April 2014	01 June 2024	2	750	5,750
30 March 2015	01 June 2025	2	16,000	43,750
13 July 2016	01 June 2025	2	2,984	9,302
23 July 2016	01 August 2026	2	10,970	37,190
19 July 2017	01 August 2027	2	34,396	1,07,950
16 October 2017	16 October 2027	2	7,180	7,180
17 January 2018	17 January 2028	2	1,220	2,280
19 July 2018	31 August 2028	2	1,37,691	2,66,355
24 January 2019	25 January 2027	2	25,425	29,325
24 October 2019	24 October 2029	2	3,33,922	5,19,062
23 July 2020	31 July 2030	2	4,02,403	7,56,892
19 January 2021	19 January 2031	2	18,603	38,345
21 July 2021	31 July 2030	2	45,450	2,27,251
21 July 2021	31 July 2031	2	4,52,578	9,13,662
18 January 2022	18 January 2032	2	30,393	36,101
19 July 2022	31 July 2031	2	72,280	-
19 July 2022	31 July 2032	2	13,60,356	-
25 January 2023	26 January 2033	2	90,230	-
<b>Total</b>			<b>38,43,831</b>	<b>30,82,165</b>

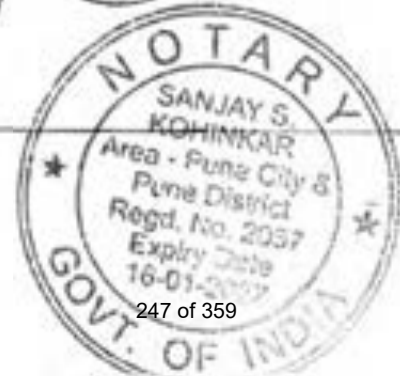
Weighted Average remaining contractual life of the options outstanding at the end of the period 3.23 3.99

b) Fair Value of the options granted during the year-

During the current year remuneration committee has approved three grants. Following are the details of assumptions under the grant, related vesting conditions and fair valuation model used based on the nature of vesting.

For Sterlite Technologies Limited  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
Amit Deshpande  
Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**

Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 33: EMPLOYEE SHARE BASED PAYMENTS**

Date of Grant- July 19, 2022

The company has granted 72,280 options under ESOP scheme based on following criteria and related assumptions

Vesting criteria - Continuous employment with the company.

Fair Valuation Method- Black Scholes options Pricing Model

Variables	Year 1	Year 2	Year 3	Year 4
	01-Aug-23	01-Aug-24	01-Aug-25	01-Aug-26
Share price at Grant Date	143.85	143.85	143.85	143.85
Volatility	49.10%	49.10%	49.10%	49.10%
Risk Free rate	7.09%	7.09%	7.09%	7.09%
Exercise Price (Rs per Option)	2.00	2.00	2.00	2.00
Life of the Option	2.54	2.54	2.54	2.54
Dividend Yield	0.78%	0.78%	0.78%	0.78%
<b>Outputs</b>				
Option Fair value	139.4	139.4	139.4	139.4
Vesting Percentage	25.00%	25.00%	25.00%	25.00%
Fair Value of the option (Black Scholes Model)				139.4

Date of Grant- July 19, 2022

The company has granted 14,41,004 options under ESOP scheme based on following criteria and related assumptions

1. Vesting criteria - Assured vesting of 30% Options in five years subject to continuous employment with the company

Fair Valuation Method- Black scholes options pricing model

Variables	Year 1	Year 2	Year 3	Year 4	Year 5
	01-Aug-23	01-Aug-24	01-Aug-25	01-Aug-26	01-Aug-27
Share price at Grant Date	143.85	143.85	143.85	143.85	143.85
Volatility	43.10%	43.10%	43.10%	43.10%	43.10%
Risk Free rate	7.09%	7.09%	7.09%	7.09%	7.09%
Exercise Price (Rs per Option)	2.00	2.00	2.00	2.00	2.00
Life of the Option	2.14	2.14	2.14	2.14	2.14
Dividend Yield	0.78%	0.78%	0.78%	0.78%	0.78%
<b>Outputs</b>					
Option Fair value	139.8	139.8	139.8	139.8	139.8
Vesting Percentage	50.00%	20.00%	10.00%	10.00%	10.00%
Fair Value of the option (Black scholes model)					139.8

The expected price volatility is based on historical volatility (based on remaining life of the options) adjusted for any expected change to future volatility due to publicly available information.

2. Vesting criteria - 30% Vesting based on total Shareholders return based on market performance

Fair Valuation Method - Monte carlo simulation model

Vesting of these options is dependent on the shareholder return during the performance as compared to comparator group identified by Nomination and Remuneration Committee. The Monte carlo model requires the following information of the company and comparator group companies:

- the historical share price and expected volatility during the performance period
- Risk free interest rate of the country where stock of comparator group is listed
- Dividend yield based on historical dividend payments
- Estimate of correlation coefficients for each pair of company

Assumptions used are as follows:

Variables	
Share price at Grant Date	143.85
Volatility	52.52%
Risk Free rate	6.42%
Exercise Price (Rs per Option)	2.00
Life of the Option	0.82
Dividend Yield	0.78%
Fair Value of the option	36.93

3. Vesting criteria - 40% Vesting based on achievement of target EBITDA.

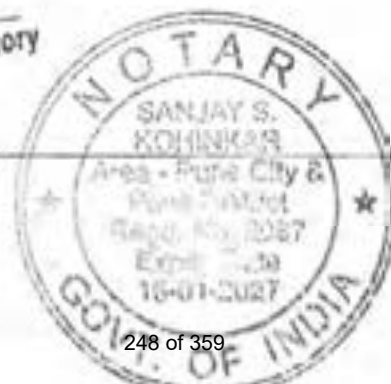
Fair Valuation Method - Monte carlo simulation model

Vesting of these options is dependent on the achievement of target EBITDA during the performance of FY 2023-24 as per the criteria determined by Nomination and Remuneration Committee. The Monte carlo model requires the following information of the company:

- the historical share price and expected volatility during the performance period
- Risk free interest rate of the company
- Dividend yield based on historical dividend payments
- Estimate of EBITDA as per approved business plan

For Sterlite Technologies Limited  
*A. D. D. D.*  
 Company Secretary

For STL Networks Limited  
*A. D. D. D.*  
 Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**

Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 23: EMPLOYEE SHARE BASED PAYMENTS**

Assumptions used are as follows:

Variables	
Share price at Grant Date	143.83
Volatility	52.52%
Risk Free rate	6.42%
Exercise Price (Rs per Option)	2.00
Life of the Option	0.82
Dividend Yield	0.78%
Fair Value of the option	133.60

**Date of Grant- January 25, 2023**

The company has granted 90,230 options under ESOP scheme based on following criteria and related assumptions

Vesting criteria - Continuous employment with the Company

Fair Valuation Method- Black Scholes options Pricing Model

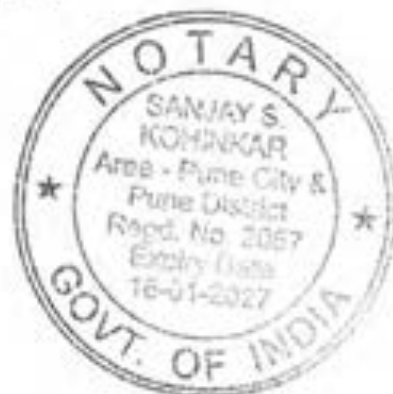
Variables	Vest 1	Vest 2	Vest 3	Vest 4	Vest 5
	26-Jan-24	26-Jan-25	26-Jan-26	26-Jan-27	26-Jan-28
Share price at Grant Date	179.60	179.60	179.60	179.60	179.60
Volatility	44.70%	44.70%	44.70%	44.70%	44.70%
Risk Free rate	7.00%	7.00%	7.00%	7.00%	7.00%
Exercise Price (Rs per Option)	2.00	2.00	2.00	2.00	2.00
Life of the Option	2.10	2.10	2.10	2.10	2.10
Dividend Yield	2.50%	2.50%	2.50%	2.50%	2.50%
Outputs					
Option Fair value	175.00	175.00	175.00	175.00	175.00
Vesting Percentage	50.00%	20.00%	10.00%	10.00%	10.00%
Fair Value of the option (Black Scholes Model)					175.00

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For Sterlite Technologies Limited  
**AU Deshpande**  
 Arun Deshpande  
 Company Secretary

For STL Networks Limited  
**AU Deshpande**  
 Authorised Signatory



**STERILITE TECHNOLOGIES LIMITED**  
Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 34: EARNINGS PER SHARE (EPS)**

The following table shows the computation of basic and diluted EPS

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
Profit for the year from continuing operations	336	213
Profit/(loss) for the year from discontinued operations	(260)	(132)
Weighted average number of equity shares in calculating basic EPS	39.61	39.71
Adjustments for calculation of diluted EPS:		
Employee stock options outstanding during the year	0.35	0.39
Weighted average number of equity shares in calculating diluted EPS	40.16	40.10
<b>Earnings per share</b>		
<b>Basic</b>		
From continuing operations	8.43	5.39
From discontinued operations	(6.59)	(3.32)
From continuing and discontinued operations	1.89	2.07
<b>Diluted</b>		
From continuing operations	8.41	5.37
From discontinued operations	(6.53)	(3.32)
From continuing and discontinued operations	1.88	2.04

Options granted to employees under the ESOP Scheme 2010 are considered to be potential equity shares. They have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The options have not been included in the determination of basic earnings per share. Details relating to the options are given in note 33.

**NOTE 35: CODE ON SOCIAL SECURITY, 2020**

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The draft rules for the Code on Social Security, 2020 have been released by the Ministry of Labour and Employment on November 13, 2020. The Company is in the process of assessing the additional impact on Provident Fund contributions and on Gratuity liability contributions and will complete their evaluation and give appropriate impact in the financial statements in the period in which the rules that are notified become effective.

**NOTE 36: CAPITAL AND OTHER COMMITMENTS**

a) Estimated amount of contract remaining to be executed on capital account and not recognised for (net of advances) are ₹ 43 crores (31 March 2022: ₹ 61 crores)

b) The company has imported certain machinery under the Export Promotion Capital Goods (EPCG) scheme and accordingly has export obligation as per details below:

(₹ in Crores)

Year of lease	Year upto which export obligation to be fulfilled	31 March 2023	31 March 2022
2020-21	2026-27	-	5
2021-22	2027-28	+	2
2022-23	2028-29	43	-

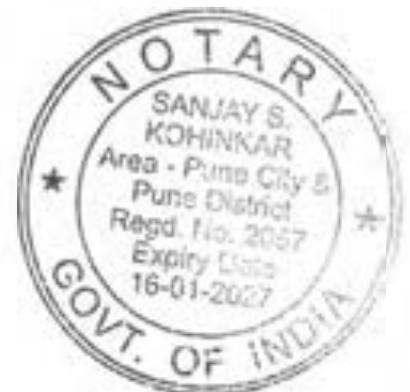
In this respect, the Company has given bonds of ₹ 665 crores (31 March 2022: ₹ 883 crores) to the Commissioner of Customs. The company expects to fulfil the export obligation within prescribed time.

c) For commitments relating to lease arrangements please refer note 4



For Sterilite Technologies Limited  
*A. D. Durgade*  
Punit Deshpande  
Company Secretary

For STL Networks Limited  
*A. D. Durgade*  
Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**

Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 27: CONTINGENT LIABILITIES**

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
1. Disputed liabilities		
a) Excise and Customs duty	90	90
b) Goods and Services tax	3	1
c) Income tax	14	12
d) Claims lodged by a bank against the company*	19	19
	<u>126</u>	<u>122</u>

2. The Company had issued Corporate guarantees amounting to ₹ 114 crores to the Income tax Authorities in FY 2021-04 on behalf of the Group companies. The matter against which corporate guarantee was paid by STL was decided in favour of the Group companies by both ITAT and HC orders against which the Department has filed an appeal with the Supreme Court. The above corporate guarantee is backed by the corporate guarantee issued by Vikram Investments Limited (refer note 48) in the favour of the Company.

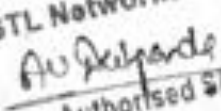
\* In an earlier year, one of the Bankers of the Company had wrongly paid an amount of ₹ 19 crores under the letter of credit facility. The letter of credit towards import management was not accepted by the Company, owing to discrepancies in the documents. Thereafter, the bank filed claim against the Company in the Debt Recovery Tribunal (DRT). Against the DRT Order dated 28 October 2013, the parties had filed cross appeals before the Debt Recovery Appellate Tribunal. The Debt Recovery Appellate Tribunal vide its Order dated 28 January 2013 has allowed the appeal filed by the Company and has dismissed the appeal filed by the bank. The bank has challenged the said order in Writ petition before the Bombay High Court. The management doesn't expect the claim to succeed and accordingly no provision for the contingent liability has been recognised in the financial statements.

In the FY21-22, the Company had received show cause notices with respect to 4 Service tax registrations of ₹ 37 crores each demanding service tax on difference between value of services appearing in 26AS (at legal entity level) vis-à-vis respective service tax registrations for the period 2016-17. Management has assessed that the show-cause notice is not required to be disclosed as contingent liability as it is erroneous in nature and the probability of an unfavourable outcome is remote.

Further, Income tax orders for AY 2013-14, 2014-15 and 2017-18 were received with respect to Eliscore Technologies Private Limited (which is now a non-existent entity in these years since it had merged with the company with effect from 29 September 2016) with a demand of ₹ 55.87 crores mainly relating to addition on certain aspects like treatment of purchase of software/hardware. Management has assessed that based on principles arising from judicial precedents, including those passed by the Hon'ble Supreme Court and Jurisdictional Bombay High Court, the notices issued in the name of non-existent entity are not merely an irregularity but also suffer from jurisdictional defect which cannot be cured. On this primary ground and certain other strong grounds, including procedural defects, the company (on behalf of Eliscore Technologies private limited) has filed a writ before the Hon'ble High Court. The order of High Court for AY 2013-14 and AY 2014-15 came in favour of Company via order dated March 27, 2023. While the order for AY 2017-18 is awaited. Hence, management believes that the probability of an unfavourable outcome is remote and the demand of ₹ 5 crores pertaining to the said case (AY 2017-18) is not disclosed as a contingent liability.

3. The Company has not provided for disputed liabilities disclosed above arising from disallowances made in assessments which are pending with different appellate authorities for its decision. The Company is contesting the demands and the management, including its tax advisors, believe that its position will likely be upheld in the appellate process. No liability has been accrued in the financial statements for the demands raised. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Company's financial position. In respect of the claims against the company not acknowledged as debts as above, the management does not expect these claims to succeed. It is not practicable to indicate the uncertainties which may affect the future outcome and estimate the financial effect of the above liabilities.

For Sterlite Technologies Limited  
  
 Amit Dashpanda,  
 Company Secretary

For STL Networks Limited  
  
 Amit Dashpanda  
 Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**

Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 36: DETAILS OF LOANS AND ADVANCES GIVEN TO SUBSIDIARIES**

The details are provided as required by regulation 32 (f) read with Part A of Schedule V to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2012

Name of Subsidiary	31 March 2023		31 March 2022	
	Outstanding amount	Maximum balance	Outstanding amount	Maximum balance
Sterlite Global Ventures (Mauritius) Limited	-	30	0	0
Speedin Network Limited (net of less allowance)	33	17	14	14
Sterlite Tech Cables Solutions Limited	39	267	162	331
Maharashtra Transmission Communication Infrastructure Limited	-	-	-	2
Sterlite Technologies UK Ventures Limited Sterlite TeleSystems Limited	194	194	108	108
Sterlite Technologies Holding Inc USA	42	45	28	74
STL Digital Limited	63	63	0	0
Sterlite Technologies Pty Ltd	3	3	3	3
Sterlite Technologies DMCC	-	13	10	10
STL Optical Interconnect S p A	70	70	61	61
STL UK HoldCo Limited, UK	15	17	14	14
<b>Total</b>	<b>438</b>		<b>410</b>	

**NOTE 36: DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MSMED ACT, 2006**

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act"). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
(a) The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year	-	-
Principal amount due to supplier*	312	173
Interest amount due to supplier	1	1
(b) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the approved day during each accounting year	-	-
(c) The amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year	4	2
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

Amount due to Micro and Small enterprises are disclosed on the basis of information available with the Company regarding status of the suppliers as Micro and Small enterprises

of Sterlite Technologies Limited  
*Anil Deshpande*  
 Anil Deshpande  
 Company Secretary

For STL Networks Limited  
*Anil Deshpande*  
 Anil Deshpande  
 Authorised Signatory



## STERLITE TECHNOLOGIES LIMITED

Notes to standalone financial statements for the year ended March 31, 2023

## NOTE 40: RESEARCH AND DEVELOPMENT EXPENDITURE

STL through its extensive research capabilities, constant innovation and unique capabilities at following R&D centres is able to provide customers end to end solutions from manufacturing of cable to system integration to providing software products required by telecom players:

- Aurangabad – R&D activities to manufacture cable which can cater most bandwidth demand
- Coimbatore – R&D activities to design, build, manage broadband network for global service providers, smart cities, rural broadband etc
- Ahmednagar – R&D activities to develop innovative telecom software products which can cater demand for business support system and operating support system
- Pune – R&D activities for Product Engineering towards Programmable Networking & Intelligence.

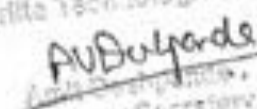
Particulars	31 March 2023 (₹ in crore)	31 March 2022 (₹ in crore)
<b>Capital expenditure</b>		
- Plants and machinery - capitalized during the year	2	2
- Software - capitalized during the year	-	0
- IT Equipments - capitalized during the year	0	2
	<u>2</u>	<u>4</u>
<b>Revenue expenditure</b>		
- Salaries, wages and bonus	17	12
- Raw materials consumed	5	0
- General expenses	17	10
<b>Total</b>	<u>39</u>	<u>26</u>

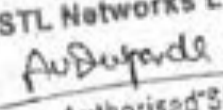
The company has four Research and Development Centres. Centre wise breakup of expenditure is as follows:

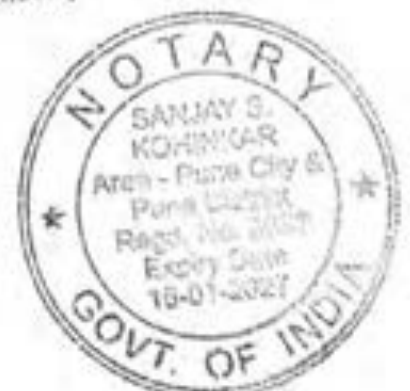
	31 March 2023 (₹ in crore)	31 March 2022 (₹ in crore)
<b>Sterlite Technologies - Aurangabad</b>		
- Capital Expenditure	2	2
- Revenue Expenditure	21	20
	<u>23</u>	<u>22</u>
<b>Sterlite Technologies - Shivasa</b>		
- Capital Expenditure	-	-
- Revenue Expenditure	13	-
	<u>13</u>	<u>-</u>
<b>Sterlite Technologies - Pune</b>		
- Capital Expenditure	-	1
- Revenue Expenditure	1	2
	<u>1</u>	<u>3</u>

## NOTE 41: FINANCIAL PERFORMANCE RATIOS

Particulars	31 March 2023	31 March 2022	Variance	Note
<b>A. Performance Ratios</b>				
Net profit ratio (Profit after tax and exceptional items from continuing operations) / (Revenue from operations)	8%	8%	42%	(i)
Net capital turnover ratio (Revenue from operations) / (Closing working capital excluding current liabilities of long term debt)	30.08	22.71	-12%	
Return on capital employed (Profit before exceptional items, interest and tax from continuing operations) / (Closing capital employed*)	12%	10%	44%	(i)
Return on equity ratio (Profit after exceptional items and tax from continuing operations) / (Average shareholder's equity)	18%	12%	54%	(i)
Return on investment (Profit before exceptional items, interest and tax from continuing operations) / (Closing total assets)	9%	8%	54%	(i)
Debt service coverage ratio (Profit before interest, depreciation, amortisation and tax after exceptional items from continuing operations) / (Interest cost + principal long term loan repaid during the period)	1.31	1.36	-16%	

For Sterlite Technologies Limited  
  
 Anil Dufande  
 Company Secretary

For STL Networks Limited  
  
 Anil Dufande  
 Authorised Signatory



## STERLITE TECHNOLOGIES LIMITED

Notes to standalone financial statements for the year ended March 31, 2023

Particulars	31 March 2023	31 March 2022	Variance	Note
<b>B. Leverage Ratios</b>				
Debt-equity ratio (Total borrowings (-) cash and cash equivalents and current investments) / (Total equity)	1.45	1.19	22%	
<b>C. Liquidity Ratios</b>				
Current ratio (Current assets) / (Current liabilities excluding current maturities of long term debt)	1.06	1.85	1%	
<b>D. Activity Ratio</b>				
Inventory turnover ratio (Cost of goods sold) / (Closing inventory)	6.71	5.91	14%	
Trade receivables turnover ratio (Revenue from operations) / (Closing current trade receivables)	2.49	2.63	-3%	
Trade payables turnover ratio (Cost of goods sold) / (Closing trade payable)	1.32	1.14	15%	

\*Closing capital employed = Tangible net worth + Gross debt + Deferred tax liability

Note: Explanation for change in ratio by more than 25%

(i) The variation in above ratios is on account of improved profitability on account of higher volumes and realisation

## NOTE 43: RELATIONSHIP WITH STRUCK OFF COMPANIES

The Company does not have any transactions with companies struck-off under section 248 of the Companies Act, 2013 or section 360 of Companies Act, 1956, except as reported below

Name of the struck off company	Nature of transaction	Balance as on 31st March 2023	Balance as on 31st March 2022	Relationship with the struck off company
Iqas India Private Limited	Payable for services	0	-	Not a related party
Arun Timbers Private Limited	Payable for services	0	-	Not a related party
Tarun Info Solutions Private Limited	Payable for services	1	-	Not a related party
Custom Services Private Limited	Payable for services	0	0	Not a related party
Shubhankit Info Private Limited	Payable for services	0	-	Not a related party
Precision Electronics Limited	Payable for services	0	-	Not a related party
Overarching Solutions Private Limited	Payable for services	0	-	Not a related party
Yash Medical Sciences Private Limited	Payable for services	-	0	Not a related party
Thermaxsys Private Limited	Payable for services	-	-	Not a related party

## NOTE 43: CORPORATE SOCIAL RESPONSIBILITY

The Company has spent an amount of INR 8 crores (March 31, 2022: INR 12 crs) during the year as required under section 135 of the Companies Act, 2013 for the areas of education, healthcare, women empowerment and environment. The amount was spent by way of contribution to Sarthak Tech Foundation of INR 8 crores (refer note 48)

## Details of CSR expenditures:

Particulars	31 March 2023	31 March 2022
Amount required to be spent during the year	8	12
Amount spent during the year on:		
(i) Construction / acquisition of an asset	-	-
(ii) On purposes other than (i) above		
Brought forward from last year	-	-
Shortfall for previous year spent now	-	-
Spent during the year for current year	8	12
Carried forward to next year (short/excess)	-	-
Amount of cumulative shortfall at the end of the year	-	-

## (A) Details of company CSR profile under Section 135(b) of the Act:

Balance as at April 01, 2022	In separate CSR Account	Amount spent during the year		Balance as at March 31, 2023	
		Amount required to be spent during the year	From the company's bank account	With the company*	In separate CSR Account
		8			

## (B) Details of CSR expenditures under Section 135(b) of the Act in respect of other than ongoing projects:

Balance amount as at 1st April 2022	Amount deposited in Specified Fund of Schedule VII of the Act within 6 months	Amount required to be spent during the year	Amount spent during the year	Balance amount as at 31st March 2023
-	-	-	8	-

## (C) Details of excess CSR expenditures under Section 135(b) of the Act:

Balance excess spent as at 1 April 2022	Amount required to be spent during the year	Amount spent during the year	Balance (short/excess) spent as at 31 March 2023
-	8	8	-

(i) There is no provision made with respect to a liability incurred by entering into a contractual obligation during the course of:

## NOTE 44: EXCEPTIONAL ITEMS

During the year ended 31 March 2023, the amount of ₹ 53 crores reported under exceptional items in the financial statements includes profit of ₹ 67 crores recognised on account of transfer of land situated at Hyderabad and acquisition of ₹ 14 crores with respect to an order against the Company for a claim filed by a vendor for non-fulfilment of certain contractual obligations.

For Sterlite Technologies Limited  
Company Secretary

For STL Networks Limited  
Authorised Signatory





**STERILITE TECHNOLOGIES LIMITED**

Notes to consolidated financial statements for the year ended March 31, 2023

**NOTE 40: FINANCIAL RISK MANAGEMENT**

The Company's principal financial liabilities, comprise borrowings, trade and other payables and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include investments, loans, trade and other receivables, cash and short-term deposits and other financial assets that arise directly from its operations. The Company also enters into derivative transactions.

The Company's activities expose it to market risk, credit risk and liquidity risk. The Company's senior management oversees the activities to manage these risks. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervisions. It is the Company's policy that no trading in derivatives for speculative purposes should be undertaken.

The Risk Management policies of the Company are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are approved and reviewed regularly by the Board to reflect changes in market conditions and the Company's activities.

Management has overall responsibility for the establishment and oversight of the Company's risk management framework. The risks to which Company is exposed and related risk management policies are summarized below:-

**(a) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk mainly includes loans given and borrowings, financial assets and liabilities in foreign currency, investments in quoted instruments and derivative financial instruments.

The sensitivity analysis in the following sections relate to the position as at 31 March 2023 and 31 March 2022.

The sensitivity analysis have been prepared on the basis that the amount of debt, the ratio of fixed to floating interest rates of the debt, derivatives and the proportion of financial instruments in foreign currencies are all constant and on the basis of hedge designations in place at 31 March 2023 and 31 March 2022.

**Interest rate risk**

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in interest rates. The Company's exposure to the risk of changes in interest rate primarily relates to the Company's debt obligations with floating interest rates.

The Company is exposed to the interest rate fluctuation in domestic as well as foreign currency borrowing. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate borrowings. The Company enters into interest rate swaps, in which it agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount. There are no interest rate swaps outstanding as at 31 March 2023. At 31 March 2022, approximately 88% of the Company's borrowings are at a fixed rate of interest (31 March 2022: 82%, after taking into account the effect of interest rate swaps).

The exposure of the company's borrowing to interest rate changes at the end of the reporting period are as follows:

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
Variable rate borrowings	366	349
Fixed rate borrowings	2,602	2,028
<b>Total borrowings</b>	<b>2,968</b>	<b>2,377</b>

As at the end of the year, the Company had the following variable rate borrowings and interest rate swap contracts outstanding:

	31 March 2023		31 March 2022	
	Balance	% of total loans	Balance	% of total loans
Variable rate borrowings	366	12%	349	21%
Interest rate swaps (notional principal amount)	-		130	
<b>Net exposure to cash flow interest rate risk</b>	<b>366</b>		<b>479</b>	

**Interest rate sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in the interest rates on borrowings at variable interest rate. With all the other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Increase/Decrease in Basis Points	(₹ in crores)
		Effect on profit before tax / pre-tax equity Decrease/ (Increase)
<b>31 March 2023</b>		
Base Rate	+50	1.83
Base Rate	-50	(1.83)
<b>31 March 2022</b>		
Base Rate	+50	3.23
Base Rate	-50	(2.23)

For Sterilite Technologies Limited  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
A. D. Dulpade  
Authorised Signatory



**STERILITE TECHNOLOGIES LIMITED**

Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 45: FINANCIAL RISK MANAGEMENT**

**Foreign currency risk**

The company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD, EURO and GBP. Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimize the volatility of the INR cash flows of highly probable forecast transactions.

The Company has a policy to keep minimum forex exposure on the books that are likely to occur within a 15-month period for hedges of forecasted sales and purchases. As per the risk management policy, foreign exchange forward contracts are taken to hedge its exposure in the foreign currency risk. During the year ended 31 March 2023 and 2022, the company did not have any hedging instructions with terms which were not aligned with those of the hedged items.

When a derivative is entered into for the purpose of hedge, the Company negotiates the terms of those derivatives to match the terms of the underlying exposure. For hedges of forecast transactions the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency.

Out of total foreign currency exposure the Company has hedged its significant exposure as at 31 March 2023 and as at 31 March 2022. The Company exposure to foreign currency risk at the end of the year expressed in INR, are as follows:

31 March 2023		if in Current		
Financial Assets	USD	EUR	GBP	AED
Trade receivable	738	130	120	8
Bank Balances	-	4	3	-
Loans	42	88	190	-
<b>Derivative Assets</b>				
Foreign exchange forward contracts - Sell foreign currency	645	131	277	6
<b>Net Exposure to foreign currency risk (Assets)</b>	<b>1372</b>	<b>112</b>	<b>33</b>	<b>-</b>

31 March 2023		if in Current		
Financial Liabilities	USD	EUR	GBP	
Bank Loan	113	53	-	
Payables for purchase of property, plant & equipments	31	23	-	
Trade Payables	184	31	29	
<b>Derivative Liabilities</b>				
Foreign exchange forward contracts - Buy foreign currency	314	108	6	
Principal Swap - Buy foreign currency	-	-	-	
<b>Net Exposure to foreign currency risk (Liabilities)</b>	<b>38</b>	<b>107</b>	<b>23</b>	

31 March 2022		if in Current		
Financial Assets	USD	EUR	GBP	AED
Trade receivable	477	128	201	11
Bank Balances	-	34	12	-
Loans	38	81	103	-
<b>Derivative Assets</b>				
Foreign exchange forward contracts - Sell foreign currency	398	121	198	11
<b>Net Exposure to foreign currency risk (Assets)</b>	<b>913</b>	<b>120</b>	<b>118</b>	<b>-</b>

31 March 2022		if in Current		
Financial Liabilities	USD	EUR	GBP	
Bank Loan	126	23	62	
Payables for purchase of property, plant & equipments	56	39	-	
Trade Payables	119	28	2	
<b>Derivative Liabilities</b>				
Foreign exchange forward contracts - Buy foreign currency	316	73	32	
Principal Swap - Buy foreign currency	38	-	-	
<b>Net Exposure to foreign currency risk (Liabilities)</b>	<b>47</b>	<b>73</b>	<b>52</b>	

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For Sterilite Technologies Limited  
**A. D. Deshpande**  
 Company Secretary

For STL Networks Limited  
**A. D. Deshpande**  
 Authorized Signatory



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**STERLITE TECHNOLOGIES LIMITED**

Note to standalone financial statements for the year ended March 31, 2022

**NOTE 45: FINANCIAL RISK MANAGEMENT**

**Foreign currency sensitivity**

The following tables demonstrate the sensitivity to a reasonably possible change in USD, EUR and GBP exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities. The impact on the Company's pre-tax equity is due to changes in the fair value of forward exchange contracts designated as cash flow hedges. The Company's exposure to foreign currency changes for all other currencies is not material. With all the other variable held constant, the Company's profit before tax is affected through the impact on change of foreign currency rate as follows:

	(₹ in Crores)					
	Change in USD rate	Effect on profit before tax / pre-tax equity	Change in Euro rate	Effect on profit before tax / pre-tax equity	Change in GBP rate	Effect on profit before tax / pre-tax equity
31 March 2021	+5%	6.79(13.97)	+5%	5.61(13.67)	+5%	9.34(29.13)
	-5%	(6.74)(13.97)	-5%	(5.61)(13.67)	-5%	(9.34)(29.13)
31 March 2022	+5%	2.33(14.89)	+5%	3.25(16.96)	+5%	6.41(24.36)
	-5%	(2.32)(14.89)	-5%	(3.23)(16.96)	-5%	(6.41)(24.36)

**Commodity price risk**

The Company is affected by the price volatility of certain commodities. Its operating activities require the ongoing purchase and manufacture of copper cables and therefore require a continuous supply of copper. To meet requirements the company enters into contracts to purchase copper. The prices in these purchase contracts are linked to the price on London Metal Exchange.

The Company has a risk management strategy to mitigate commodity price risk.

Based on a 1 month forecast of the required copper supply, the Company hedges the purchase price using future commodity purchase contracts. The forecast is deemed to be highly probable.

**Commodity price sensitivity**

As per the Company's policy for commodity price hedging, all the commodity price exposures as on reporting date are fully hedged. Thus, there are no open unhedged exposures on the reporting date.

**Price risk**

The Company's investment in non-listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the equity price risk through diversification and by placing limits on individual and total equity investments. Reports on the equity portfolio are submitted to the Company's senior management on a regular basis. The Company's Board of Directors review and approve all equity investment decisions.

The Company also invests into highly liquid mutual funds which are subject to price risk changes. These investments are generally for short duration and therefore impact of price changes is generally not significant. Investment in these funds are made as a part of treasury management activities.

**(b) Credit risk**

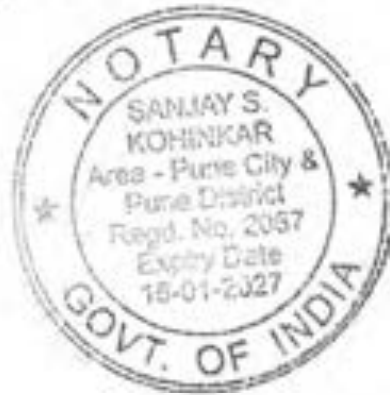
Credit risk is the risk that a counterparty will not meet its obligations under a contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities, including deposits with banks, loans given, foreign exchange transactions and other financial instruments.

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*A. D. Deshpande*  
A. D. Deshpande  
Company Secretary

For STL Networks Limited  
*A. D. Deshpande*  
Authorised Signatory



## STERLITE TECHNOLOGIES LIMITED

Notes to standalone financial statements for the year ended March 31, 2023

## NOTE 45: FINANCIAL RISK MANAGEMENT

## Trade receivables and Contract assets

Customer credit risk is managed by each business unit subject to the Company's established policy, procedure and control relating to customer credit risk management. Credit quality of a customer is assessed taking into account its financial position, past experience and other factors, eg. credit rating and individual credit limits are defined in accordance with credit assessment. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance.

The Company provides for expected credit loss of trade receivables and contract assets based on life-time expected credit losses (simplified approach). The Company assesses the expected credit loss for Global Services Business (GSB) considering the individual nature and risks of the contracts. The expected credit losses for other businesses is assessed using a provision matrix as per the practical expedient prescribed under IND AS 109.

The credit risk of customers of Global Services Business (GSB) is assessed individually considering the nature and risks involved in each contract. Such assessment is considered in determining the adequacy of expected credit loss for trade receivables and contract assets of the business which requires significant management judgement. Refer Note 3 for details of the judgement involved.

A major portion of the GSB trade receivables and contract assets consists of government customers. The credit risk in receivable from government customers is considered to be low. In case of disputes, the Company considers interpretation of contractual terms, project status, probability of settlement, counter-claims, lease discussions / correspondence / legal opinions wherever applicable in assessing the recoverability. The average project execution cycle in GSB ranges from 12 to 36 months based on the nature of contract and scope of services to be provided. General payment terms include mobilisation advance, progress payments with a credit period ranging from 45 to 90 days and certain retention money to be released at the end of the project. In some cases / variations are availed with bank/corporate guarantees.

For other businesses, a provision matrix is used to measure the lifetime expected credit losses as per the practical expedient prescribed under Ind AS 109. The trade receivables and contract assets for other businesses are mainly related to contracts for sale of goods.

An impairment analysis is performed at each reporting date on an individual basis for major customers. In addition, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively using a provision matrix to measure the lifetime expected credit losses as per the practical expedient prescribed under Ind AS 109. The assessment is based on historical information of defaults. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets.

The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets. During the period, the company made write-offs of Nil (31 March 2022 : Nil) trade receivables and it does not expect to receive future cash flows or recoveries from collection of such flows previously written off.

Details of Expected credit loss for Global Services Business (GSB) is as follows:

Particulars	31-Mar-22	31-Mar-23
Gross Carrying Amount - Trade Receivables	1,132	959
Gross Carrying Amount - Contract Assets	1,434	1,170
Expected credit losses - Trade Receivables	100	116
Expected credit losses - Contract Assets	61	-
Carrying amount of trade receivable (net of provision)	1,032	843
Carrying amount of contract assets (net of provision)	1,373	1,170

Details of Expected credit loss for Other than GSB Business are as follows:

As at March 31, 2023	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Gross Carrying Amount - Trade Receivables					
Considered good	568	57	70	13	1,130
Credit impaired	-	-	3	19	22
Expected loss rate	0.35%	1.71%	0.17%	34.67%	0.17%
Expected credit losses - Trade Receivables	2	1	3	23	30
Carrying amount of trade receivables (net of impairment)	566	56	67	11	1,120

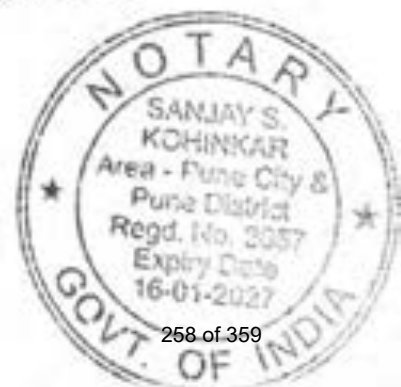
As at March 31, 2022	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Gross Carrying Amount - Trade Receivables					
Considered good	830	82	80	31	1,023
Credit impaired	-	3	-	6	9
Gross Carrying Amount - Contract Assets	-	50	-	-	50
Expected loss rate	0.14%	1.76%	1.67%	39.15%	1.68%
Expected credit losses - Trade Receivables	2	3	1	21	27
Expected credit losses - Contract Assets	-	11	-	-	11
Carrying amount of trade receivables (net of impairment)	828	79	79	30	1,006
Carrying amount of contract assets (net of impairment)	-	48	-	-	48

Reconciliation of loss allowance provision of trade receivables and contract losses:

Particulars	Contract Assets	Trade Receivable
Loss Allowance as on April 01, 2021	-	49
Increase in loss allowance recognised in profit or loss during the year	11	94
Loss Allowance as on March 31, 2022	11	143
Increase in loss allowance recognised in profit or loss during the year	67	1
Loss Allowance utilized during the year	(11)	(14)
Loss Allowance as on March 31, 2023	67	130

For Sterlite Technologies Limited  
Anand Deshpande  
Company Secretary

For STL Networks Limited  
Anand Deshpande  
Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**  
 Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 45: FINANCIAL RISK MANAGEMENT**  
**Financial assets and cash deposits**

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company on an annual basis, and may be updated throughout the year. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Other financial assets that are potentially subject to credit risk consists of inter corporate loans. The company assesses the recoverability from these financial assets on regular basis. Factors such as business and financial performance of counterparty, their ability to repay, regulatory changes and overall economic conditions are considered to assess future recoverability. The company charges interest on such loans at arm's length rate considering counterparty's credit rating. Based on the assessment performed, the company considers all the outstanding balances of such financial assets to be recoverable as on balance sheet date and appropriate provision for impairment is considered in financial statements.

The Company's maximum exposure to credit risk for the components of the balance sheet at 31 March 2023 and 31 March 2022 is the carrying amount of each class of financial assets.

(c) Liquidity risk

Liquidity risk is the risk that the Company may encounter difficulty in meeting its present and future obligations associated with financial liabilities that are required to be settled by delivering cash or another financial asset. The Company's objective is to, at all times, maintain optimum levels of liquidity to meet its cash and collateral obligations. The Company requires funds both for short term operational needs as well as for long term investment programs mainly in growth projects. The Company closely monitors its liquidity position and strives to (refill and) management system. It aims to minimize these risks by generating sufficient cash flows from its current operations, which in addition to the available cash and cash equivalents, liquid investments and sufficient committed fund facilities which will provide liquidity.

The liquidity risk is managed on the basis of expected maturity dates of the financial liabilities. The average credit period taken to settle trade payables is about 60 - 180 days. The other payables are with short term duration. The carrying amounts are assumed to be reasonable approximation of fair value. The table below summarises the maturity profile of the Company's financial liabilities based on contractual unfunded payments:

Particulars	Maturity					Total
	Payable on demand	Less than 2 months	2 months to 12 months	1 year to 5 years	> 5 years	
<b>As at March 31, 2023</b>						
Borrowings (including interest)	-	1,330	833	399	234	3,196
Other financial liabilities	5	-	86	4	-	95
Trade payables	289	1,231	467	-	-	2,087
Payables for purchase of Property, plant and equipments	-	-	112	7	-	119
Derivative Instruments	-	11	10	-	-	21
Lease liability	-	5	12	64	40	121
	294	2,879	1,509	474	274	5,430
<b>As at March 31, 2022</b>						
Borrowings (including interest)	-	1,325	311	880	312	2,843
Other financial liabilities	5	10	32	4	-	51
Trade payables	576	1,282	444	-	-	2,302
Payables for purchase of Property, plant and equipments	-	-	130	-	-	130
Derivative Instruments	-	-	4	0	-	4
Lease liability	-	5	10	39	45	99
	581	2,632	930	963	360	5,566

For Sterlite Technologies Limited  
**A. D. Deshpande**  
 Company Secretary

For STL Networks Limited  
**A. D. Deshpande**  
 Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**

Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 45: FINANCIAL RISK MANAGEMENT**

**Cash flow hedges**

Foreign exchange forward contracts are designated as hedging instruments in cash flow hedges of highly probable forecast transactions/firm commitments for sales and purchases in USD, EUR and GBP. The foreign exchange forward contract balances vary with the level of expected foreign currency sales and purchases and changes in foreign exchange forward rates.

The cash flow hedges for such derivative contracts as at 31 March 2023 were assessed to be highly effective and a net unrealised loss of Rs. 33 crores, with a deferred tax liability of Rs. 9 crores relating to the hedging instruments, is included in OCI. Comparatively, the cash flow hedges as at 31 March 2022 were assessed to be highly effective and an unrealised gain of Rs. 1 crore, with a deferred tax liability of Rs. 0.30 crores was included in OCI in respect of these contracts. The amounts retained in OCI at 31 March 2023 are expected to mature and affect the statement of profit and loss during the year ended 31 March 2024 and 31 March 2025.

As at 31 March 2023, the company does not have any currency/interest rate swap contracts outstanding. As at 31 March 2022, the company had currency/interest rate swap agreements in place with a notional amount of USD 0.5 crores (Rs. 42.45 crores) and GBP 0.63 crores (Rs. 57.60 crores) whereby the company received a variable rate of interest of Libor + 2.70% and paid interest at a fixed rate equal to 10.0425% on the notional amount with USD-INR rate fixed at INR 66.3850 per USD for the USD Interest Swap. For the GBP Interest Swap, the company received a variable rate of interest of Sterling Overnight Index Average and paid interest at a fixed rate equal to 1.74% p.a. on the notional amount of GBP Loans. The swaps were being used to hedge the exposure to changes in the foreign exchange rates and interest rates.

The cash flow hedges for such derivative contracts as at 31 March 2022 were assessed to be highly effective and a net unrealised loss of Rs. 1.1 crore, with a deferred tax asset of Rs. 0.28 crore relating to the hedging instruments, is included in OCI.

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For STL Networks Limited  
*A. D. S. D. S.*  
Company Secretary

For STL Networks Limited  
*A. D. S. D. S.*  
Authorised Signatory



## STERLITE TECHNOLOGIES LIMITED

Notes to standalone financial statements for the year ended March 31, 2023

## NOTE 45: FINANCIAL RISK MANAGEMENT

## Impact of hedging activities

(A) Disclosure of effects of hedge accounting on financial position:

31 March 2023

(₹ in Crores)

Types of hedge and risks	Nominal Value	Carrying Amount of Hedging Instruments	Maturity date	Hedge ratio*	Weighted average Strike Price/Rate	Changes in fair value of hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
		Assets / (Liabilities)					
<b>Cash flow hedge</b>							
<b>Foreign exchange risk</b>							
(i) Foreign exchange forward contracts- Assets	479	2	April 2022 - Jun 2023	1:1	EUR:INR- 87.77, GBP:INR- 102.58, USD:INR- 77.56, AED:INR- 21.66	(36)	16
(ii) Foreign exchange forward contracts- Liabilities	783	(13)	April 2022 - Jun 2023	1:1	EUR:INR- 86.23, GBP:INR- 103.11, USD:INR- 76.74, AED:INR- 20.68, AUD:INR- 56.92	(12)	12
(iii) Foreign Currency Loan	-	-	NA	NA	NA	(4)	4
<b>Interest rate risk</b>							
Interest rate swap	-	-	NA	NA	NA	0	(0)

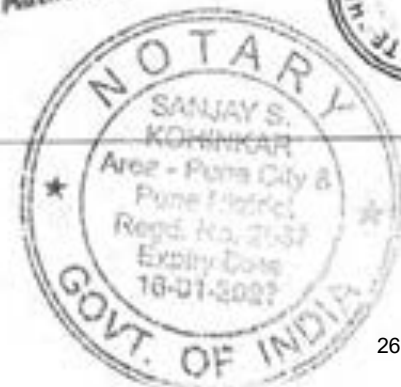
31 March 2022

(₹ in Crores)

Types of hedge and risks	Nominal Value	Carrying Amount of Hedging Instruments	Maturity date	Hedge ratio*	Weighted average Strike Price/Rate	Changes in fair value of hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
		Assets / (Liabilities)					
<b>Cash flow hedge</b>							
<b>Foreign exchange risk</b>							
(i) Foreign exchange forward contracts- Assets	1,256	18	April 2022 - Jun 2023	1:1	EUR:INR- 87.77, GBP:INR- 102.58, USD:INR- 77.56, AED:INR- 21.66	(2)	0
(ii) Foreign exchange forward contracts- Liabilities	166	(1)	April 2022 - Jun 2023	1:1	EUR:INR- 86.23, GBP:INR- 103.11, USD:INR- 76.74, AED:INR- 20.68, AUD:INR- 56.92	1	(1)
(iii) Foreign Currency Loan	38	4	3-Jan-23	1:1	USD:INR 66.39	(2)	2
<b>Interest rate risk</b>							
Interest rate swap	100	(0)	3-Jan-23	1:1	N/A	1	(1)

For Sterling Technologies Limited  
 Au Dushpande  
 Anil Dushpande  
 Company Secretary

For STL Networks Limited  
 Au Dushpande  
 Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**

Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 48: FINANCIAL RISK MANAGEMENT**

\*The foreign exchange forward contracts are denominated in the same currency as the highly probable future sales therefore the hedge ratio is 1:1.  
The notional amount of interest rate swap is equal to the portion of variable rate loans that is being hedged and therefore the hedge ratio for interest rate swaps is also 1:1.  
The entire amount of foreign currency loan (USD) is designated as cash flow hedge and hence the hedge ratio is 1:1.

(k) Disclosure of effects of hedge accounting on financial performance:

31 March 2023		(₹ in Crores)		
Type of hedge	Change in the Value of hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised in profit or loss	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit and loss because of the reclassification
Cash flow hedge				
Foreign exchange risk	(28)	-	(8)	Revenue and COGS
Interest Risk	0	-	-	N/A

31 March 2022		(₹ in Crores)		
Type of hedge	Change in the Value of hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised in profit or loss	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit and loss because of the reclassification
Cash flow hedge				
Foreign exchange risk	14	-	(14)	Revenue and COGS
Interest Risk	1	-	-	N/A

The Company's hedging policy requires for effective hedge relationships to be established. Hedge effectiveness is determined at the inception of the hedge relationship and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The company enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item, and so a qualitative assessment of effectiveness is performed. If changes in circumstances affect the terms of the hedged item such that the critical terms no longer match exactly with the critical terms of the hedging instrument, the company uses the hypothetical derivative method to assess effectiveness.

Ineffectiveness is recognised on a cash flow hedge where the cumulative change in the designated component value of the hedging instrument exceeds on an absolute basis the change in value of the hedged item attributable to the hedged risk. In hedges of foreign currency forecast sale may arise if:  
- the critical terms of the hedging instrument and the hedged item differ (i.e. nominal amounts, timing of the forecast transaction, interest rate changes from what was originally estimated), or  
- differences arise between the credit risk inherent within the hedged item and the hedging instrument.

Refer note 17 for the details related to movement in cash flow hedging reserve

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For Sterlite Technologies Limited  
*Amit Deshpande*  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
*Amit Deshpande*  
Amit Deshpande  
Authorised Signatory





**STERLITE TECHNOLOGIES LIMITED**

Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 46: CAPITAL MANAGEMENT**

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the shareholders of the Company. The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating, healthy capital ratios in order to support its business and maximize shareholder value and optimal capital structure to reduce cost of capital.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the gearing ratio optimum. The Company includes within net debt interest bearing loans and borrowings less cash and cash equivalents excluding discontinued operations.

The recent investments by the Company in new businesses, increasing the capacity of existing businesses and increase in working capital due to certain projects has led to increase in capital requirement. The Company expects to realize the benefits of these investments in near future.

Particulars	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
Interest Bearing Loans and borrowings (including interest accrued but not due)	2,969	2,578
Less: Cash and Cash equivalents & current investment*	(1,229)	(381)
<b>Net debt</b>	<b>2,740</b>	<b>2,197</b>
Equity share capital	80	80
Other equity	1,804	1,763
<b>Total capital</b>	<b>1,884</b>	<b>1,843</b>
<b>Capital and net debt</b>	<b>4,623</b>	<b>4,040</b>
Gearing ratio	59.26%	54.37%

\*includes other bank balances of ₹ 30 crores (31 March 2022 : ₹ 110 crores) with respect to fixed deposit excluding deposits held as lien by banks against bank guarantees. These fixed deposits can be encashed by the Company at any time without any major penalties.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current year and previous year.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2023 and 31 March 2022.

**Dividend Distribution Made And Proposed**

As a part of Company's capital management policy, dividend distribution is also considered as key element and management ensures that dividend distribution is in accordance with defined policy. Below mentioned are details of dividend distributed and proposed during the year:

	31 March 2023 (₹ in crores)	31 March 2022 (₹ in crores)
<b>Cash dividends on equity shares declared and paid:</b>		
Final dividend for the year ended on 31 March 2022: ₹ 0.5 per share (31 March 2021: ₹ 2 per share)	20	79
	<u>20</u>	<u>79</u>
<b>Proposed dividends on Equity shares:</b>		
Final dividend for the year ended on 31 March 2023: ₹ 1 per share (31 March 2022: ₹ 0.5 per share)	40	20
	<u>40</u>	<u>20</u>

For Sterlite Technologies Limited

*A. D. Deshpande*  
Company Secretary

For STL Networks Limited

*A. D. Deshpande*  
Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**

Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 47: FAIR VALUES****a) Financial Instruments by Category**

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values as of the year end:

	31 March 2023			31 March 2022		
	FVPL	FVOCI	Amortised Cost	FVPL	FVOCI	Amortised Cost
<b>Financial assets</b>						
Investments						
Mutual funds	40	-	-	-	-	-
Trade receivables	-	-	2,154	-	-	1,849
Leases	-	-	437	-	-	412
Cash and cash equivalents	-	-	138	-	-	275
Other bank balances	-	-	57	-	-	117
Derivative financial assets	4	2	-	13	17	-
Other financial assets	13	-	116	21	-	83
<b>Total financial assets</b>	<b>57</b>	<b>2</b>	<b>2,903</b>	<b>34</b>	<b>17</b>	<b>2,735</b>
<b>Financial liabilities</b>						
Borrowings	-	-	2,969	-	-	2,576
Derivative financial liabilities	8	13	-	2	2	-
Trade Payables	-	-	2,084	-	-	2,303
Payables for purchase of Property, plant and equipment	-	-	119	-	-	130
Deposits from vendors	-	-	3	-	-	2
Other Financial Liabilities	-	-	92	-	-	71
<b>Total financial liabilities</b>	<b>8</b>	<b>13</b>	<b>5,269</b>	<b>2</b>	<b>2</b>	<b>5,182</b>

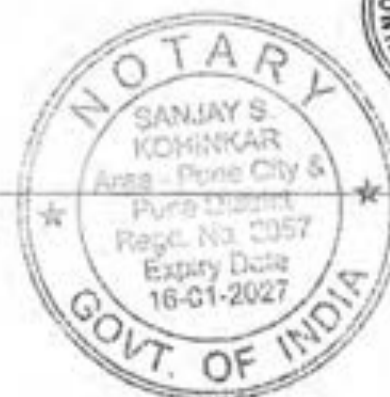
**b) Fair value hierarchy**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

	Fair value measurement using			
	Amount	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Financial assets and liabilities measured at fair value - recurring fair value measurements</b>				
<b>Investments in Mutual Funds</b>				
As at 31 March 2023	40	40	-	-
As at 31 March 2022	-	-	-	-
<b>Other Financial Assets</b>				
As at 31 March 2023	13	-	13	-
As at 31 March 2022	21	-	21	-
<b>Derivative financial assets - Foreign Exchange Forward Contracts</b>				
As at 31 March 2023	6	-	6	-
As at 31 March 2022	26	-	26	-
<b>Derivative financial assets - Currency/Interest Rate Swaps</b>				
As at 31 March 2023	4	-	4	-
As at 31 March 2022	-	-	-	-

For Sterlite Technologies Limited  
*A. D. Dalpade*  
 Anil Deshpande  
 Company Secretary

For STL Networks Limited  
*A. D. Dalpade*  
 Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**

Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 47: FAIR VALUES****Derivative Financial Liabilities -****Foreign Exchange Forward****Contracts**

As at 31 March 2023	21	-	21	-
As at 31 March 2022	3	-	3	-

**Derivative Financial Liabilities -****Currency/Interest Rate Swaps**

As at 31 March 2023	-	-	-	-
As at 31 March 2022	0	-	0	-

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There have been no transfers among Level 1, Level 2 and Level 3.

**c) Valuation technique used to determine fair value**

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values.

The fair values of the quoted mutual funds are based on quoted price at the reporting date.

The Company enters into derivative financial instruments with financial institutions with investment grade credit ratings. Foreign exchange forward contracts, interest rate swaps are valued using valuation techniques, which employs the use of market observable inputs. The most frequently applied valuation techniques include forward pricing model, using present value calculations. The models incorporate various inputs including the credit quality counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spread between the respective currencies, interest rate curves etc. The changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships and other financial instruments recognized at fair value.

**d) Valuation processes**

The Finance department of the company includes a team that oversees the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values.

External valuers are involved for valuation of significant assets, such as unquoted financial assets. Involvement of external valuers is decided by the valuation team. Selection criteria includes market knowledge, reputation, independence and whether professional standards are maintained. The Valuation team decides, after discussions with the company's external valuers, which valuation techniques and inputs to use for each case.

The main level 3 inputs for used by the company are derived and evaluated as follows:

Discount rates are determined using a capital asset pricing model or based on weighted average cost of capital of counterparty, to calculate a post-tax rate that reflects current market assessments of the time value of money and the risk specific to the asset.

Risk adjustments specific to the counterparties (including assumptions about credit default rates) are derived from risk assessment (based on review of financial condition, economic factors) by management.

Earnings growth factor for unlisted equity securities are estimated based on market information for similar types of companies.

Changes in level 3 fair values are analysed at the end of each reporting period during the valuation discussion between the valuation team and external valuer. As part of this discussion the team presents a report that explains the reason for the fair value movements.

The significant unobservable inputs used in the fair value measurement categorized within Level 3 of the fair value hierarchy together with a quantitative sensitivity analysis as at 31 March 2023 and 31 March 2022 are as shown above.

The management assessed that cash and cash equivalents, trade receivables, trade payables, other current assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The management has further assessed that borrowings availed and loans given approximate their carrying amounts largely due to the interest rates being variable or in case of fixed rate borrowings/loans, movements in interest rates from the recognition of such financial instrument till period end not being material.

For Sterlite Technologies Limited

*A. B. Deshpande*  
 A. B. Deshpande  
 Company Secretary

For STL Networks Limited  
*A. B. Deshpande*  
 Authorised Signatory



**STELLITE TECHNOLOGIES LIMITED**  
Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 46: RELATED PARTY TRANSACTIONS**

**(A) Name of related party and nature of its relationship**

**(a) Related parties whose interest exists**

**(i) Holding company**

Tata Star Chennai Limited, Mumbai (Immediate holding company)  
Vodafone Investments Limited, Bangalore (Ultimate holding company)

**(ii) Subsidiaries**

- Genus Software (Pvt) Technology Co. Ltd (Bengaluru) One (2023) Limited, Genus Software (Pvt) Technology (Pvt) Co. Ltd
- Genus Global Systems (Bengaluru) Limited
- Information Transmission Communication Technologies Limited (upto 29 March 2023)
- Genus Technologies UK, Chennai Limited
- Toshiba Network Limited
- Genus Technologies Limited
- Genus Technologies (Singapore) Limited
- Genus Technologies (Kuala Lumpur) (Malaysia)
- Genus (Bangalore) Technology Company Limited
- Genus Tech Holding Inc
- Genus Technologies Inc (New Zealand)
- Genus Technologies Inc (Delaware)
- Genus Global Systems S.p.A.
- Genus Systems Solutions Limited
- STL Digital Limited (former "Genus Tech Connectivity Solutions Limited")
- Genus Tech Cable Services Limited
- Genus Data Solutions Limited (upto 31 August 2022)
- Genus Data Solutions II Pvt. Ltd (upto 31 August 2022)
- Vodafone Data Services Limited
- STL Networks Technology Solutions
- Genus Technologies Pvt. Ltd
- Genus Technologies (MNC)
- STL Global Operations S.p.A.
- Genus S.p.A.
- Genus International S.A.
- STL Edge Networks Inc
- STL Networks Limited
- STL Tech Services Limited, UK (upto 31 August 2022)
- STL UK Limited, UK (upto 31 August 2022)
- STL Digital Inc (USA) (upto 31 January 2022)
- Genus One Limited, UK (upto 31 July 2022)
- STL Tech GmbH (upto 17 February 2022), (Liquidated) (upto 16 October 2022)
- STL Optical Tech Limited (upto 17 February 2022)
- STL Managed Services Inc, US (upto 18 October 2022)
- STL Solutions Germany GmbH (upto 18 November 2022)
- STL Digital UK Limited (upto 18 August 2022)

**(b) Other related parties under IAS 24 "Related party disclosure" with whom transactions have taken place during the year**

**(i) Fellow Subsidiaries**

- Genus Tech Holdings Ltd
- Genus Prime Technologies Limited
- Tata Star Technologies Limited
- Tata Star Digital Technologies Limited
- Vodafone Limited

**(ii) Joint ventures**

Genus Catalyst (India) Ltd (50:50 joint venture between Genus Technologies UK, Vodafone Limited and Catalyst Capital (India) Limited)  
Mobi-Solutions Private Limited (upto October 31, 2021)

**(iii) Associates**

- M.D. Multimedia World Cable Co. Ltd
- Mandara Networks Solutions (India) Technology Limited
- AKOCS Limited

**(iv) Key management personnel (KMP)**

- Mr. Parth Agrawal (Vice-Chairman & Whole-time Director)
- Dr. Anand Agrawal (CEO & Whole-time Director till December 01, 2022)
- Mr. Sandip Das (Non-executive & Independent Director)
- Ms. Kunal Mishra (Non-executive & Independent Director)
- Mr. S. J. Pooja (Non-executive & Independent Director) (upto 30, 2022)
- Mr. S. Mahesh (Non-executive & Independent Director) (upto 30, 2022)
- Mr. Nishu Agrawal (Whole-time Director from January 01, 2021 till October 01, 2022)
- Mr. Anil Agrawal (Managing Director) (upto 01, October 01, 2022)

**(v) Relatives of key management personnel (KMP)**

- Mr. Jinal Agrawal
- Mr. Sandip Agrawal
- Mr. Sandip Agrawal
- Mr. Nishu Agrawal

**(vi) Entities where key management personnel or relatives of key management personnel have significant influence (KMP)**

- Genus Tech LLC (KMP)
- Genus Tech Foundation (KMP)
- Genus Agrawal Family Trust (KMP)
- Genus Private Limited (KMP)

**(b) Additional related parties as per Companies Act, 2013 with whom transactions have taken place during the year**

**(i) Key management personnel (KMP)**

- Mr. Mihir Modi (Chief Financial Officer till October 14, 2022)
- Mr. Tushar Ghosh (Chief Financial Officer from December 01, 2022)
- Mr. Anil Dabunde (Company Secretary)

**Ultimate Controlling Party**

Genus Technologies Limited is a company owned and controlled indirectly by Tata Star Chennai Limited (Tata Star), Vodafone Investments Limited (Vodafone) holds 60% in the share capital and 100% of the voting rights of Tata Star. Vodafone is 100% beneficially owned and controlled by Mr. Anil Agrawal (Company Secretary, Tata Star). Mr. Anil Agrawal is the promoter and one of the directors of Tata Star. Tata Star Chennai Limited, Vodafone Investments Limited and Anil Agrawal (Company Secretary, Tata Star) are related parties under the Companies Act, 2013.

For Stellite Technologies  
*A. Dabunde*  
Company Secretary

For STL Networks Limited  
*A. Dabunde*  
Authorised Signatory



**STERILITE TECHNOLOGIES LIMITED**  
 Notes to consolidated financial statements for the year ended March 31, 2023

**NOTE 46: RELATED PARTY TRANSACTIONS**

(B) The transactions with related parties during the year and their outstanding balances are as follows:

S.No.	Particulars	Subsidiaries				Joint Ventures		Holding Company		KMP		Relations of KMP		Other Credit Parties	
		31 March 2022		31 March 2023		31 March 2022		31 March 2023		31 March 2022		31 March 2023		31 March 2022	
		2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023
1	Shareholders	-	-	-	-	-	-	-	-	-	-	-	-	-	
2	Directors	-	-	-	-	-	-	-	-	-	-	-	-	-	
3	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
4	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
5	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
6	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
7	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
8	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
9	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
10	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
11	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
12	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
13	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
14	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
15	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
16	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
17	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
18	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
19	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
20	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
21	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
22	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
23	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
24	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
25	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
26	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
27	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
28	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
29	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
30	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
31	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
32	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
33	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
34	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
35	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
36	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
37	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
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40	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
41	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
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55	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
56	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
57	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
58	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
59	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
60	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
61	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
62	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
63	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
64	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
65	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
66	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
67	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
68	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
69	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
70	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
71	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
72	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
73	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
74	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
75	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
76	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
77	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
78	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
79	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
80	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
81	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
82	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
83	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
84	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
85	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
86	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
87	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
88	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
89	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
90	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
91	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
92	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
93	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
94	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
95	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
96	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
97	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
98	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
99	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	
100	Company	-	-	-	-	-	-	-	-	-	-	-	-	-	

(C) Disclosure in respect of material related party transactions during the year:

S.No.	Particulars	Relationship	31 March 2022	31 March 2023
1	Shareholders			
2	Directors			
3	Company			
4	Company			
5	Company			
6	Company			
7	Company			
8	Company			
9	Company			
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**STERILITE TECHNOLOGIES LIMITED**  
 Notes to standalone financial statements for the year ended March 31, 2019

**NOTE 46: RELATED PARTY TRANSACTIONS**

**(B) Compensation of Key management personnel of the company**

Particulars	31 March	
	2019	2018
Short term employee benefits	14	23
Long term & Post-employment benefits	1	3
Share based payments*†	0	1
<b>Total compensation paid to key management personnel</b>	<b>15</b>	<b>27</b>

- (C) Terms and Conditions**  
 † Transactions relating to dividends for equity shares were on the same terms and conditions (as applied to other shareholders)  
 ‡ All other transactions were made on normal commercial terms and conditions and at market rates.  
 † All monetary balances are measured and reported in INR.

\*Based on Income & expenses reported and received by:  
 † Refer page 17 for details.  
 ‡ These benefit payments include the payable value of stock incentives exercised during the year, disclosed in accordance with the provisions of the Income tax Act, 1961.

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For Sterilite Technologies Limited  
*A. D. Bhatnagar*  
 Company Secretary

For STL Networks Limited  
*A. D. Bhatnagar*  
 Authorised Signatory



**STERILITE TECHNOLOGIES LIMITED**  
 Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 49 : BORROWING SECURED AGAINST CURRENT ASSETS**

List of banks in which such accounts are maintained:

Sr No	Bank Name
1	ICICI Bank Ltd.
2	State Bank of India
3	Yes Bank Ltd
4	Axis Bank Ltd
5	COFCO BANK Ltd
6	Industrial Bank Limited
7	State of Nevada
8	WBL Bank Ltd
9	The Federal Bank Limited
10	IOBI Bank Limited
11	Deutsche Bank AG
12	Union Bank of India
13	INDIC Bank Ltd.
14	Export-Import Bank of India
15	Cia Bank

The Company has borrowings from banks on the basis of security of current assets. The quarterly returns of statements of current assets filed by the Company with banks are in agreement with the books of accounts, except for the following statements in the table below:-

Quarter ended	Particulars of securities provided	Amount as per books of account	Amount as reported in the quarterly statement	Amount of difference	Reason for material discrepancy
March, 2023	Trade receivables and contract assets	3,327	3,302	(7)	The difference is on account of period end regrouping
December, 2022	Trade receivables and contract assets	3,929	3,162	(233)	The difference is on account of period end closing entries
December, 2021	Inventories	437	349	104	The difference is on account of period end closing entries
September, 2022	Trade receivables and contract assets	2,395	3,124	(1,133)	The difference is on account of period end closing entries ₹ (195.16) except net consolidation of related party receivable ₹ 42.00 credit
September, 2021	Inventories	374	340	33	The difference is on account of period end closing entries
June, 2023	Trade receivables and contract assets	3,304	3,079	(123)	The difference is on account of period end regrouping ₹ 42.00 credit and net consolidation of related party receivable ₹ 42.00 credit
June, 2021	Inventories	449	331	97	The difference is on account of period end closing entries

For Sterilite Technologies Limited  
*A. D. Deshpande*  
 Amlit Deshpande  
 Company Secretary

For STL Networks Limited  
*A. D. Deshpande*  
 Authorised Signatory





**STERILITE TECHNOLOGIES LIMITED**

Notes to standalone financial statements for the year ended March 31, 2023

**NOTE 90: SEGMENT REPORTING**

The Company has presented segment information in the Consolidated Financial Statements which are part of its annual report. Accordingly, in terms of provisions of Ind AS 108 'Operating Segments', no disclosures related to segments are presented in these Standalone Financial Statements.

**NOTE 91: DEMERGER**

The Board of Directors of the Company at its meeting held on May 17, 2023 has considered and approved, subject to necessary approvals, a Scheme of Arrangement ("Scheme") between Sterlite Technologies Limited (the "Demerged Company" or "Company") and STL Networks Limited (the "Resulting Company") and their respective shareholders and creditors, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The Scheme, inter alia, provides for the following:

- (a) Transfer by way of demerger of the Demerged Undertaking (as defined in the Scheme) consisting of Global Services Business (as defined in the Scheme) of the Demerged Company to the Resulting Company and consequent issuance of equity shares by the Resulting Company to the shareholders of the Demerged Company; and
- (b) Various other matters consequential or otherwise integrally connected therewith including the reorganisation of the share capital of the Resulting Company.

The equity shares of the Resulting Company are to be listed on BSE Limited and National Stock Exchange of India Limited (collectively, the "Stock Exchanges"), post the effectiveness of the Scheme. The shareholders of the Company will be issued shares in the Resulting Company in the same proportion as their holding in the Company. The Scheme is subject to necessary statutory and regulatory approvals, including the approval of Hon'ble National Company Law Tribunal, Mumbai Bench.

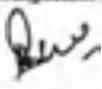
**NOTE 92: PREVIOUS YEAR FIGURES**

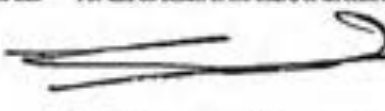
Previous year figures have been reclassified to conform to this year's classification.

As per our report of even date

For Price Waterhouse Chartered Accountants LLP  
Firm Registration No: 312714N/000016

For and on behalf of the board of directors of Sterlite Technologies Limited

  
Neeraj Sharma  
Partner  
Membership Number: 108391

  
Pravin Agarwal  
Vice Chairman & Whole-time Director  
DIN: 00023096

  
Anil Agarwal  
Managing Director  
DIN: 03344382

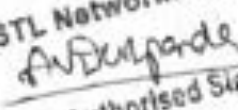
  
Amit Deshpande  
Company Secretary



  
Tushar Desai  
Chief Financial Officer

Place: Mumbai  
Date: 17 May 2023

For Sterlite Technologies Limited  
  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
  
Amit Deshpande  
Authorised Signatory



NOTARY  
SANJAY S. KULKARNI  
Vice - Public City & Public Trustee  
Reg. No. 2057  
Exp. Date  
19-01-2027  
GOVT. OF INDIA

~~000417~~

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## Sterlite Technologies Limited

Provisional abridged financials  
statements  
as on 30th September 2023



For Sterlite Technologies Limited  
A. V. Deshpande  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
A. V. Deshpande  
Authorised Signatory



**STERILITE TECHNOLOGIES LIMITED**  
**PROVISIONAL ABRIDGED BALANCE SHEET AS AT SEPTEMBER 30, 2023**  
 (All amounts are in ₹ crore, unless otherwise stated)

Notes	30 September 2023	31 March 2023
<b>ASSETS</b>		
<b>I. Non-current assets</b>		
Property, plant & equipment	1,881	1,948
Capital work-in-progress	38	55
Intangible assets	22	23
<b>Financial assets</b>		
(i) Investments	335	387
(ii) Loans	554	437
(iii) Other financial assets	5	13
Other non-current assets	42	44
<b>Total Non-current Assets</b>	<b>2,887</b>	<b>2,908</b>
<b>II. Current assets</b>		
Inventories	394	410
<b>Financial assets</b>		
(i) Investments	90	40
(ii) Trade receivables	1,921	2,154
(iii) Cash and cash equivalents	102	138
(iv) Other bank balances	144	37
(v) Loans	0	0
(vi) Other financial assets	114	120
Contract assets	1,261	1,373
Other current assets	248	402
<b>Total Current Assets</b>	<b>4,386</b>	<b>4,690</b>
Assets classified as held for sale	-	28
<b>Total Current Assets</b>	<b>4,386</b>	<b>4,718</b>
<b>Total Assets</b>	<b>7,243</b>	<b>7,626</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity share capital	80	80
Other equity	1,819	1,803
<b>Total Equity</b>	<b>1,899</b>	<b>1,883</b>
<b>Liabilities</b>		
<b>I. Non-current liabilities</b>		
<b>Financial liabilities</b>		
(i) Borrowings	461	678
(ii) Lease liabilities	58	31
(iii) Other financial liabilities	4	19
Employee benefit obligations	23	20
Provisions	0	0
Deferred tax liabilities (net)	50	44
<b>Total Non-current Liabilities</b>	<b>596</b>	<b>812</b>
<b>II. Current liabilities</b>		
<b>Financial liabilities</b>		
(i) Borrowings	2,335	2,290
(ii) Lease liabilities	21	30
(iii) Trade payables	17	312
(A) total outstanding dues of micro and small enterprises	374	312
(B) total outstanding dues of creditors other than micro and small enterprises	1,625	1,734
(iv) Other financial liabilities	113	225
Contract liabilities	138	163
Employee benefit obligations	13	13
Provisions	66	86
Other current liabilities	40	39
Current tax liabilities (net)	-	-
<b>Total Current Liabilities</b>	<b>4,748</b>	<b>4,933</b>
Liabilities directly associated with assets classified as held for sale	-	1
<b>Total Liabilities</b>	<b>5,344</b>	<b>5,745</b>
<b>Total Equity &amp; Liabilities</b>	<b>7,243</b>	<b>7,628</b>

The accompanying notes are an integral part of the financial statements.

**PRAVIN AGARWAL**  
 Digitally signed by Pravin Agarwal  
 Date: 2023.12.12 12:03:48 +05'30'  
**Pravin Agarwal**  
 Vice Chairman & Whole-time Director  
 DIN : 00223094  
**TUSHAR DHANJUK H SHROFF**  
 Digitally signed by Tushar Dhanjuk H Shroff  
 Date: 2023.12.12 12:03:48 +05'30'  
**Tushar Shroff**  
 Chief Financial Officer

**Ankit Agarwal**  
 Digitally signed by Ankit Agarwal  
 Date: 2023.12.12 12:03:48 +05'30'  
**Ankit Agarwal**  
 Managing Director  
 DIN : 03344202  
**AMIT VELAS DESHPANDE**  
 Digitally signed by Amit Velas Deshpande  
 Date: 2023.12.12 12:03:48 +05'30'  
**Amit Deshpande**  
 Company Secretary

For Sterilite Technologies Limited  
**Amit Deshpande**  
 Company Secretary

For STL Networks Limited  
**Amit Deshpande**  
 Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**  
**PROVISIONAL ABRIDGED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED SEPTEMBER 30, 2021**  
 (All amounts are in ₹ crores, unless otherwise stated)

	Notes	30 September 2021	31 March 2021
<b>INCOME</b>			
Revenue from operations	30	3,290	5,151
Other income	21	79	175
<b>Total Income (I)</b>		<b>3,369</b>	<b>5,326</b>
<b>EXPENSES</b>			
Cost of raw materials and components consumed	22	1,391	2,503
Purchase of traded goods		154	175
(Decrease) / (decrease in inventory of finished goods, work-in-progress and traded goods)	22	36	71
Employee benefit expense	23	176	476
Other expenses (includes net impairment losses of financial assets and contract costs of ₹ 34 crores (31 March 2021 - ₹ 72 crores))	24	641	1,287
<b>Total Expense (II)</b>		<b>3,078</b>	<b>4,602</b>
<b>Earnings before exceptional items, interest, tax, depreciation and amortisation (EBITDA) (I) - (II)</b>		<b>291</b>	<b>724</b>
Depreciation and amortisation expense	25	98	201
Finance costs	26	153	281
<b>Profit before exceptional items and tax</b>		<b>42</b>	<b>412</b>
Exceptional items		-	-
<b>Profit before tax from continuing operations</b>		<b>42</b>	<b>412</b>
Tax expense:			
Current tax	27	7	102
Deferred tax		4	145
<b>Total tax expense</b>		<b>11</b>	<b>247</b>
<b>Profit for the year from continuing operations</b>		<b>31</b>	<b>165</b>
Profit/(loss) after tax for the year from discontinued operations		21	(260)
<b>Profit for the year (A)</b>		<b>52</b>	<b>(95)</b>
<b>Other comprehensive income/(loss)</b>			
Items that may be reclassified to profit or loss in subsequent periods:			
Net movement on cash flow hedges		13	(17)
Income tax effect on the above		(3)	9
<b>Net other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods</b>		<b>10</b>	<b>(8)</b>
Items that will not be reclassified to profit or loss in subsequent periods:			
Re-measurements of defined employee benefits plans		-	4
Income tax effect on the above		-	(1)
<b>Net other comprehensive income not to be reclassified to profit or loss in subsequent periods</b>		<b>-</b>	<b>3</b>
<b>Other comprehensive income/(loss) for the year, net of tax (B)</b>		<b>10</b>	<b>(5)</b>
<b>Total comprehensive income for the year (A+B)</b>		<b>62</b>	<b>(100)</b>
<b>Total comprehensive income after from:</b>			
Continuing operations		42	111
Discontinued operations		21	(209)
<b>Earnings/(loss) per equity share (Amounts in ₹)</b>			
<b>Basic</b>			
From continuing operations		0.79	0.42
From discontinued operation		0.52	(0.57)
From continuing and discontinued operations		1.31	1.89
<b>Diluted</b>			
From continuing operations		0.76	0.41
From discontinued operation		0.52	(0.57)
From continuing and discontinued operations		1.28	1.88

The accompanying notes are an integral part of the financial statements.

**PRAVIN**  
**AGARWAL**  
 Profile Agarwal  
 Vice Chairman & Whole-time Director  
 DIN - 00122056

**TUSHAR**  
**DHANDLAKAR**  
**SHIRODIYA**  
 Tushar Shirodiya  
 Chief Financial Officer

**Ankit**  
**Agarwal**  
 Ankit Agarwal  
 Managing Director  
 DIN - 00442032

**AMIT VILAS**  
**DESHPANDE**  
 Amit Deshpande  
 Company Secretary

For Sterlite Technologies Limited  
**Amit Deshpande**  
 Company Secretary

For STL Networks Limited  
**Amit Deshpande**  
 Authorised Signatory



**STERILITE TECHNOLOGIES LIMITED**  
**PROVISIONAL ABRIDGED STATEMENT OF CHANGES IN EQUITY**  
(All amounts are in ₹ lakhs, unless otherwise stated)

**A. EQUITY SHARE CAPITAL**

Equity share of ₹ 2 each (issued, subscribed and fully paid)	Total	No. in Cro.	Amount
As at 31 April 2022		25.77	51
Change in equity share capital	0	0.00	0
As at 31 March 2023	0	25.77	51
Change in equity share capital	0	0.00	0
As at 31 September 2023	0	25.77	51

**B. OTHER EQUITY**

	Reserves and surplus							Other	Total
	Capital Reserve	Securities Premium	Employee Stock Option Outstanding	Retention Reserve	Capital Redemption Reserve	General Reserve	Reserve Earnings	Cash Flow Hedge Reserve	
<b>As at 31 March 2022</b>	125	24	25	-	0	120	1,047	7	1,348
Profit for the year	-	-	-	-	-	-	73	0	73
Other comprehensive income for the year	-	-	-	-	-	-	-	(22)	(22)
<b>Total comprehensive income for the year</b>	-	-	-	-	-	-	51	(22)	29
Transferred to dividend of profit and loss (net)	-	-	-	-	-	-	-	50	(50)
<b>Transactions with owners in their capacity as owners</b>	-	-	0	-	-	-	-	-	0
Employee stock option exercised	-	-	20	-	-	-	-	-	20
Employee stock option expenses for the year under rule 12(1)	-	-	-	0	-	-	-	-	0
Equity dividend paid (net of ST)	-	-	-	-	-	-	(20)	-	(20)
<b>As at 31 March 2023</b>	125	24	25	-	0	120	1,100	110	1,384
Profit for the year	-	-	-	-	-	-	50	0	50
Other comprehensive income for the year	-	-	-	-	-	-	-	0	0
<b>Total comprehensive income for the year</b>	-	-	-	-	-	-	50	0	50
Transferred to dividend of profit and loss (net)	-	-	-	-	-	-	-	-	-
<b>Transactions with owners in their capacity as owners</b>	-	-	0	-	-	-	-	-	0
Employee stock option exercised	-	-	0	-	-	-	-	-	0
Employee stock option expenses for the year under rule 12(1)	-	-	20	-	-	-	-	-	20
Equity dividend paid (net of ST)	-	-	-	-	-	-	(20)	-	(20)
<b>As at 31 September 2023</b>	125	24	25	-	0	120	1,150	110	1,374

The accompanying notes are an integral part of the financial statements.

For Sterilite Technologies Limited  
*Amit Dashpende*  
 Amit Dashpende  
 Company Secretary

For STL Networks Limited  
*Amit Dashpende*  
 Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**  
**PROVISIONAL ABRIDGED STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED SEPTEMBER 30, 2023**  
 (All amounts are in ₹ crores, unless otherwise stated)

	<u>30 September 2023</u>	<u>31 March 2023</u>
<b>A. Operating activities</b>		
<b>Profit before tax</b>		
From continuing operations	42	433
From discontinued operation	23	(350)
	<u>65</u>	<u>83</u>
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation and impairment of property, plant & equipment	95	261
Amortization and impairment of intangible assets	3	10
Provision for doubtful debts and advances	34	54
Bad debts / advances written off	-	56
Profit on buy-back of shares	(2)	(15)
Impairment provision for investment in subsidiaries	-	10
(Profit) / Loss on sale of property, plant and equipment, net including gain on termination of lease	(11)	(0)
Rental income	(0)	(1)
Employee stock option expense	181	9
Profit from sale of business undertaking	-	(62)
Finance costs (including interest pertaining to Ind AS 116)	153	280
Finance income	(20)	(29)
Unrealized exchange difference	15	(39)
	<u>241</u>	<u>487</u>
<b>Operating profit before working capital changes</b>	<b>326</b>	<b>871</b>
Working capital adjustments:		
Increase/(decrease) in trade payables	(89)	(200)
Increase/(decrease) in long-term provisions	-	(1)
Increase/(decrease) in short-term provisions	-	41
Increase/(decrease) in other current liabilities	(19)	(6)
Increase/(decrease) in other current financial liabilities	(42)	4
Increase/(decrease) in contract liabilities	(6)	17
Increase/(decrease) in other non-current financial liabilities	(0)	(1)
Increase/(decrease) in non-current employee benefits obligations	(4)	(7)
Increase/(decrease) in current employee benefits obligations	1	(2)
Decrease/(increase) in trade receivables	187	(426)
Decrease/(increase) in inventories	16	34
Decrease/(increase) in loans given to related parties	(0)	-
Decrease/(increase) in short-term loans	0	0
Decrease/(increase) in other current financial assets	8	(15)
Decrease/(increase) in contract assets	112	(184)
Decrease/(increase) in other non-current financial assets	10	4
Decrease/(increase) in other current assets	54	(19)
Decrease/(increase) in other non-current assets	(2)	(39)
<b>Change in working capital</b>	<b>229</b>	<b>(811)</b>
<b>Cash generated from operations</b>	<b>551</b>	<b>(240)</b>
Income tax paid (net of refunds)	(7)	47
<b>Net cash inflow from operating activities (A)</b>	<b>544</b>	<b>(193)</b>
<b>B. Investing activities*</b>		
Payment for property, plant and equipment	(108)	(143)
Receipt of government grant for investment in property, plant & equipment	-	14
Purchase of intangible assets	(2)	(2)
Proceeds from sale of property, plant and equipment	32	26
Investment in subsidiaries	-	(114)
Proceeds from buy-back of subsidiaries shares	54	37
Proceeds from asset held for sale	27	10
Dividend from subsidiary	-	47
Purchase of current investments	(80)	(40)
Loans given to related parties	(55)	(93)
Repayment of loans by related parties	468	926
Net movement in other bank balances	(87)	60
Rental income	0	1
Interest received	1	3
<b>Net cash outflow from investing activities (B)</b>	<b>(226)</b>	<b>(14)</b>

*Amit Dashpande*  
 Amit Dashpande  
 Company Secretary



For STL Networks Limited  
*Amit Dashpande*  
 Authorised Signatory



**STERILITE TECHNOLOGIES LIMITED**  
**PROVISIONAL ABRIDGED STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED SEPTEMBER 30, 2023**  
 (All amounts are in ₹ crores, unless otherwise stated)

**C. Financing activities\***

Proceeds from long - term borrowings	29	362
Repayments of long - term borrowings	(236)	(1421)
Proceeds/(repayment) from/of short - term borrowings (net)	48	453
Proceeds from issue of shares against employee stock options	0	0
Interest paid (including interest pertaining to Ind AS 115)	(131)	(282)
Principal elements of lease payments	(100)	(22)
Dividend paid on equity shares	(40)	(20)
<b>Net cash inflow/(outflow) from financing activities (C)</b>	<b>(354)</b>	<b>69</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>(36)</b>	<b>(137)</b>

\* Non-cash financing and investing activities during the year pertain to acquisition of right to use assets of ₹ 13.79 crores (31 March 2023: ₹ 7 crores)

Cash and cash equivalents as at the beginning of the year (Refer note 13)	138	275
Cash and cash equivalents as at the year end (Refer note 13)	102	138

**Components of cash and cash equivalents:**

	30 September 2023	31 March 2023
Balances with banks:	102	138
Cash on hand	0	0
<b>Total cash and cash equivalents</b>	<b>102</b>	<b>138</b>

The accompanying notes are an integral part of the financial statements.

**PRAVIN AGARWAL**  
 Digitally signed by Pravin Agarwal  
 DN: cn=PRAVIN AGARWAL, o=STERILITE TECHNOLOGIES LIMITED, email=pravin.agarwal@sterilite.com, c=IN  
**Pravin Agarwal**  
 Vice Chairman & Whole-time Director  
 DIN : 00022096

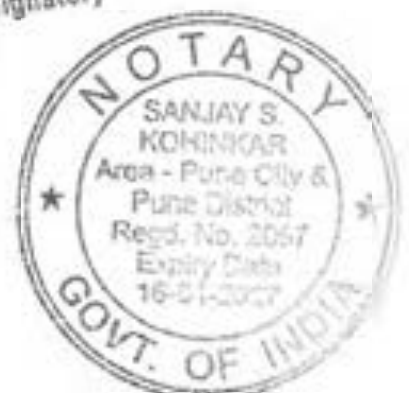
**RUSHAR DHANDUJI SHIROFF**  
 Digitally signed by Rushar Dhanduji Shiroff  
 DN: cn=RUSHAR DHANDUJI SHIROFF, o=STERILITE TECHNOLOGIES LIMITED, email=rushar.shiroff@sterilite.com, c=IN  
**Rushar Shiroff**  
 Chief Financial Officer

**Ankit Agarwal**  
 Digitally signed by Ankit Agarwal  
 DN: cn=Ankit Agarwal, o=STERILITE TECHNOLOGIES LIMITED, email=ankit.agarwal@sterilite.com, c=IN  
**Ankit Agarwal**  
 Managing Director  
 DIN : 03344302

**AMIT VEAS DESHPANDE**  
 Digitally signed by Amit Veas Deshpande  
 DN: cn=AMIT VEAS DESHPANDE, o=STERILITE TECHNOLOGIES LIMITED, email=amit.veas@sterilite.com, c=IN  
**Amit Deshpande**  
 Company Secretary

For Sterilite Technologies Limited  
**A. Deshpande**  
 Amit Deshpande  
 Company Secretary

For STL Networks Limited  
**A. Deshpande**  
 Authorised Signatory



**STERILE TECHNOLOGIES LIMITED**  
 Financial Statement for the period ended September 30, 2023

**NOTE 1: PROPERTY, PLANT & EQUIPMENT**

	Buildings	Furniture & machinery	Leasehold improvements	Office equipment	Chemical labors	Right of Use asset	Total
<b>Cost</b>							
As at 1 April 2022	10	1,01	21	18	18	18	176
Additions	-	18	7	1	1	1	28
Asset disposals (net of IAS) for sale	-	(15)	(6)	(1)	-	-	(22)
Depreciation adjustments	-	(12)	(1)	(1)	(1)	(1)	(16)
As at 31 March 2023	10	93	11	17	17	17	155
<b>Accumulated Depreciation</b>							
As at 1 April 2022	-	-	-	-	-	-	-
As at 31 September 2023	-	(12)	(1)	(1)	(1)	(1)	(16)
As at 31 March 2023	-	(12)	(1)	(1)	(1)	(1)	(16)
Charge for the year (Continued operations)	-	18	7	1	1	1	28
Charge for the year (Discontinued operations)	-	-	-	-	-	-	-
As at 31 March 2023	-	(12)	(1)	(1)	(1)	(1)	(16)
<b>Net Book Value</b>							
As at 1 April 2022	10	1,01	21	18	18	18	176
As at 31 September 2023	10	81	10	16	16	16	139
As at 31 March 2023	10	81	10	16	16	16	139
<b>Statement of Capital work in progress</b>							
Opening balance	10	10	10	10	10	10	50
Additions during the year	-	-	-	-	-	-	-
Transfers from capital work in progress	(10)	(10)	(10)	(10)	(10)	(10)	(50)
Closing balance	0	0	0	0	0	0	0

For Sterile Technologies Limited

*[Signature]*

For STL Networks Limited

*A. Deshpande*  
 Authorised Signatory





**STERILITE TECHNOLOGIES LIMITED**  
 Provisional adjusted unaudited financial statements for the period ended September 28, 2023

**NOTE 2. INTANGIBLE ASSETS**

	(₹ in crores)					
	Software/licenses	Patents	Intangible Rights of use	Customer acquisitions	Goodwill	Total
<b>Cost</b>						
As at 01 April 2022	24	9	1	6	148	288
Additions	9	-	-	-	-	9
Assets disclosed as asset held for sale	(17)	-	-	-	-	(17)
Depreciation/Adjustments	(5)	-	-	-	-	(5)
As at 31 March 2023	71	9	1	6	148	235
Additions	1	-	-	-	-	1
Assets disclosed as asset held for sale	-	-	-	-	-	-
Depreciation/Adjustments	-	-	-	-	-	-
As at 28 September 2023	72	9	1	6	148	236
<b>Accumulated Impairment &amp; Impairment</b>						
As at 01 April 2022	44	9	1	5	148	207
Change for the year (Continued Operations)	9	-	-	1	-	10
Change for the year (Discontinued Operations)	1	-	-	-	-	1
Assets disclosed as asset held for sale	(4)	-	-	-	-	(4)
Depreciation/Adjustments	(7)	-	-	-	-	(7)
As at 31 March 2023	49	9	1	6	148	213
Change for the year	3	-	-	1	-	4
Assets disclosed as asset held for sale	-	-	-	-	-	-
Depreciation/Adjustments	-	-	-	-	-	-
As at 28 September 2023	52	9	1	7	148	217
<b>Net Book Value :</b>						
As at 31 September 2023	23	-	-	0	-	23
As at 31 March 2023	23	-	-	0	-	23

For Sterilite Technologies Limited  
*(Signature)*  
 Company Secretary

For STL Networks Limited  
*(Signature)*  
 Authorised Signatory



## STERLITE TECHNOLOGIES LIMITED

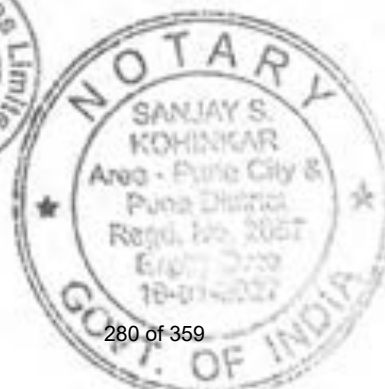
Provisional abridged notes to standalone financial statements for the period ended September 30, 2023

## NOTE 3: NON-CURRENT INVESTMENTS

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
<b>Non-current investments (unquoted)</b>		
<b>Investment in Subsidiaries</b>		
Equity component of debt instrument (unquoted)		
44,703,928 (31 March 2022: 44,703,928) 0.01% compulsory convertible debentures of Speedon Network Limited **	-	-
Equity investments at cost (unquoted)		
30,832,473 (31 March 2022: 33,246,847)	196	198
Equity shares of Sterlite Global Ventures (Mauritius) Limited of USD 1 each fully paid up		
Nil (31 March 2022: Nil) Equity shares	-	-
of Sterlite Tech SPA of Euro 1 each fully paid-up		
7,000,000 (31 March 2022: 7,000,000) Equity shares	49	49
of Metallurgica Brasileira S.p.A. of Euro 1 each fully paid-up		
50,000 (31 March 2022: 50,000) Equity shares	0	0
of Sterlite Innovative Solutions Limited of ₹ 10 each fully paid-up		
50,000 (31 March 2022: 50,000) Equity shares	0	0
of STL Digital Limited of ₹ 10 each fully paid-up		
50,000 (31 March 2022: 50,000) Equity shares	0	0
of Sterlite Tech Cable Solutions Limited of ₹ 10 each fully paid-up		
1,350,000 (31 March 2022: 1,350,000) Equity shares	-	-
of Speedon Network Limited of ₹ 10 each fully paid-up		
3,000 (31 March 2022: 3,000) Equity shares of	0	0
Sterlite Technologies UK Ventures Limited of Euro 1 each fully paid-up		
100% Equity shares of Sterlite (Shanghai) Trading Company Limited fully paid-up	66	115
Nil (31 March 2022: 22,431,766) Equity shares of	-	-
Maharashtra Transmission Communication Infrastructure Limited of ₹		
10 each fully paid up (Refer Note 13)		
1,000 (31 March 2022: 1,000) Equity shares of Sterlite Tech Holding Inc. USA	0	0
100 (31 March 2022: 100) Equity shares of Elixcom Technologies SON, BHD	0	0
1,100 (31 March 2022: 1,100) Equity shares of PT Sterlite Technologies, Indonesia	2	2
of IDR 10 Million each, partly paid up IDR 4.2 Million each		
100,000 (31 March 2022: 100,000) Equity shares of STL Optical Interconnect S.p.A.	1	1
of EUR 1 each fully paid up		
50 (31 March 2022: 50) Equity shares of Sterlite Technologies DMCC	0	0
of AED 1,000 each fully paid up		
100 (31 March 2022: 100) Equity shares of Sterlite Technologies Pty. Ltd	0	0
of AUD 1 each fully paid up		
25,00,000 (31 March 2022: 25,00,000) Equity shares of STL UK Holdco Limited, UK	26	26
of GBP 1 each fully paid up		
4,00,000 (31 March 2022: 4,00,000) Equity shares of STL Tech Solutions Limited, UK	4	4
of GBP 1 each fully paid up		
50,000 (31 March 2022: 50,000) Equity shares of STL Networks Limited	0	0
of Rs 10 each fully paid up		
<b>Investments - Other (unquoted, at fair value through OCI)</b>		
18,683 (31 March 2022: 18,683) Equity shares of Singularity Healthcare IT	0	0
Systems Private Limited of ₹ 10 each fully paid up		
<b>Total Investments</b>	<b>315</b>	<b>387</b>

For Sterlite Technologies Limited  
**Av Deyanadi**  
 Anil Deshpande  
 Company Secretary

For STL Networks Limited  
**Av Deyanadi**  
 Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**

Provisional abridged notes to standalone financial statements for the period ended September 30, 2023

<b>Total non-current investments</b>		
Aggregate amount of quoted investments and market value thereof	-	-
Aggregate amount of unquoted investments	335	387
Amount of impairment in the value of investments	32	33

\* Amount is below the rounding off norm followed by the Company.

\*\* During the period ended 30 September 2023, impairment of ₹ 900 crores (31 March 2023: ₹ 4 crores) has been recognised.

**NOTE 4: TRADE RECEIVABLES**

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
<b>Current</b>		
Trade receivables	907	1,148
Receivables from related parties	1,136	1,136
Less: Loss allowance	(123)	(120)
	<u>1,921</u>	<u>2,154</u>
<b>Break-up for security details</b>		
Trade receivables considered good - Secured	-	-
Trade receivables considered good - Unsecured	2,074	2,262
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	-	32
<b>Total</b>	<u>2,074</u>	<u>2,284</u>
Less: Loss allowance	(153)	(130)
	<u>1,921</u>	<u>2,154</u>
<b>Total Current trade receivables</b>	<u>1,921</u>	<u>2,154</u>

**NOTE 5: LOANS**

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
<b>Non-current</b>		
Loans to related parties	553	458
Less: Loss allowance	(21)	(21)
<b>Total non-current loans</b>	<u>534</u>	<u>437</u>
<b>Break-up for security details</b>		
Loans considered good - Unsecured	534	437
Loans - Credit impaired	21	21
<b>Total</b>	<u>555</u>	<u>458</u>
Less: Loss allowance	(21)	(21)
<b>Total</b>	<u>534</u>	<u>437</u>
<b>Current</b>		
Loans to employees	0	0
<b>Total current loans</b>	<u>0</u>	<u>0</u>

**NOTE 6: OTHER FINANCIAL ASSETS**

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
<b>Non-current (Unsecured, considered good)</b>		
Derivative instruments		
Foreign exchange forward contracts	-	6
<b>Other financial assets</b>		
Security deposits	5	8
Financial guarantee receivable	-	1
Others	0	0
<b>Total other non-current financial assets</b>	<u>5</u>	<u>15</u>
<b>Current (Unsecured, considered good)</b>		
Derivative instruments		
Foreign exchange forward contracts	14	-
Currency/ Interest rate swaps	1	-
<b>Other financial assets</b>		
Advances receivable in cash (Unsecured, considered good)		
Interest accrued on investments/deposits	7	0
Financial guarantee receivable	3	7
Security deposits	5	3
Government grants receivable	-	23
Others	80	88
<b>Total other current financial assets</b>	<u>110</u>	<u>129</u>

For Sterlite Technologies Limited  
**Amir Deshpande**  
 Amir Deshpande  
 Company Secretary

For STL Networks Limited  
**Amir Deshpande**  
 Authorised Signatory



## STERLITE TECHNOLOGIES LIMITED

Provisional abridged notes to standalone financial statements for the period ended September 30, 2023

## NOTE 7: OTHER ASSETS AND CONTRACT ASSETS

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
<b>Non-current (unsecured, considered good)</b>		
Capital advances	4	6
Advance income tax, including TDS (net of provision)	(2)	-
Prepaid expenses	40	38
<b>Total other non-current assets</b>	<b>42</b>	<b>44</b>
<b>Current (unsecured, considered good)</b>		
Prepaid expenses*	37	46
Balances with Government authorities	191	264
Advances to suppliers	-	90
Other advances	121	1
<b>Total other current assets</b>	<b>349</b>	<b>401</b>
<b>Contract assets (Unsecured, considered good)</b>		
- Undisputed	1,222	1,234
- Disputed	-	200
Less: Loss allowance	(61)	(61)
<b>Total Contract assets</b>	<b>1,261</b>	<b>1,373</b>

## NOTE 8: INVENTORIES

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
Raw materials	120	124
Work-in-progress	29	30
Finished goods	134	141
Traded goods	2	30
Stores, spares, packing materials and others	108	83
<b>Total</b>	<b>393</b>	<b>408</b>

## NOTE 9: CURRENT INVESTMENTS

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
<b>In mutual funds (At fair value through profit or loss) (unquoted)</b>		
ICICI Prudential Liquid Fund- Direct Plan- Growth Option	100	40
<b>Aggregate amount of unquoted investments</b>	<b>100</b>	<b>40</b>
Aggregate amount of impairment in the value of investments	-	-

## NOTE 10: CASH AND CASH EQUIVALENTS

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
<b>Balances with banks:</b>		
- In current accounts (in INR)	96	132
- In current accounts (in foreign currency)	6	6
Deposits with maturity of less than 3 months	-	-
Cash on hand	0	0
<b>Total</b>	<b>102</b>	<b>138</b>

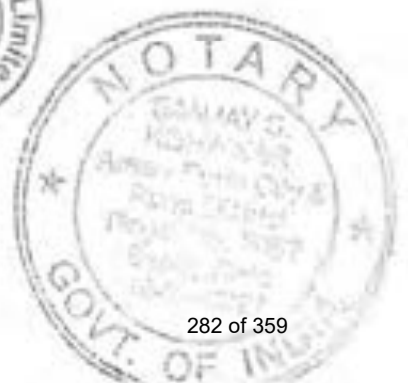
There are no repatriation restrictions with regards to cash and cash equivalents.

## NOTE 11: OTHER BANK BALANCES

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
Deposits with original maturity of more than 12 months*	2	2
Deposits with original maturity of more than 3 months but less than 12 months**	137	30
In unpaid dividend account	5	5
<b>Total other bank balances</b>	<b>144</b>	<b>37</b>

For Sterlite Technologies Limited  
**A. Dey**  
 Amit Dashpande  
 Company Secretary

For STL Networks Limited  
**A. Dey**  
 Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**

Provisional abridged notes to standalone financial statements for the period ended September 30, 2023

**NOTE 12: SHARE CAPITAL**

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
Authorized equity share capital (no. crores) 75.00 (31 March 2023: 75.00) equity shares of ₹2 each	150	150
Issued, subscribed and fully paid-up shares (no. crores) 39.83 (31 March 2023: 39.77) equity shares of ₹2 each fully paid-up	80	80
<b>Total issued, subscribed and fully paid-up share capital</b>	<b>80</b>	<b>80</b>

**a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

	30 September 2023		31 March 2023	
	No. in crores	₹ in crores	No. in crores	₹ in crores
At the beginning of the year	39.83	80	39.77	79
Issued during the year against employee stock options	0.06	0	0.08	0
<b>Outstanding at the end of the year</b>	<b>39.89</b>	<b>80</b>	<b>39.85</b>	<b>80</b>

**b. Terms and rights attached to equity shares**

The Company has only one class of equity shares having a par value of ₹2 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**c. Shares held by Holding Company and its subsidiaries/associates:**

Immediate Holding Company	30 September 2023		31 March 2023	
	No. in crores	% holding	No. in crores	% holding
Twin Star Overseas Limited, Mauritius (Subsidiary of Vulcan Investments Limited, Bahamas)	21	52.64%	21	52.54%
Vulcan Limited	0	1.19%	0	1.20%

**d. Detail of shareholders holding more than 5% of shares in the Company**

	30 September 2023		31 March 2023	
	No. in crores	% holding	No. in crores	% holding
Twin Star Overseas Limited, Mauritius (Subsidiary of Vulcan Investments Limited, Bahamas)	21	52.64%	21	52.54%

**e. Shares reserved for issue under options**

For information relating to employee stock options plan, 2019 including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period.

**f. Details of shareholding of promoters:**

Name of the promoter	Number of shares (% in crores) as at 31 March 2023	Number of shares (% in crores) as at 30 March 2022	Percentage of total number of shares as at 31 March 2023	Percentage of total number of shares as at 31 March 2022	Percentage of change during the year ended 31 March 2023	Percentage of change during the year ended 31 March 2022
Twin Star Overseas Limited, Mauritius	21	21	52.64%	51.67%	-0.20%	-0.17%

'Promoters' for the purpose of this disclosure means promoters as defined under Section 2(69) of Companies Act, 2013.



For Sterlite Technologies Limited  
Amit Deshpande  
 Company Secretary

For STL Networks Limited  
Amit Deshpande  
 Authorised Signatory



**STERLITE TECHNOLOGIES LIMITED**  
 Provisional abridged notes to standalone financial statements for the period ended September 30, 2023

**NOTE 13 : OTHER EQUITY**

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
<b>A. Securities Premium</b>		
Opening balance	34	25
Add: Addition on Employees stock options exercised	-	9
Closing balance (A)	<u>34</u>	<u>34</u>
<b>B. Other reserves</b>		
<b>Capital Reserve</b>		
Opening balance	(19)	(19)
<b>Employee Stock Option Outstanding</b>		
Opening balance	25	25
Add: Employee stock option expense for the year	(6)	9
Less: Transferred to securities premium	-	(9)
Closing balance	<u>19</u>	<u>25</u>
<b>Capital Redemption Reserve</b>		
Opening balance	2	2
Add: Capital redemption reserve created during the year	-	-
Closing balance	<u>2</u>	<u>2</u>
<b>General Reserve</b>		
Opening balance	139	139
Add: Amount transferred from debenture redemption reserve	-	-
Closing balance	<u>139</u>	<u>139</u>
<b>Cash Flow Hedge Reserve</b>		
Opening balance	(23)	5
Add: Cash flow hedge reserve created on currency forward contracts	15	(28)
Add: Cash flow hedge reserve on swap contracts	-	(4)
Less: Amount reclassified to statement of profit and loss	-	(6)
Add/(Less): Amount transferred to statement of profit and loss	-	-
Add/(Less): Deferred tax	(3)	9
Closing balance	<u>(11)</u>	<u>(33)</u>
<b>Total other reserves (B)</b>	<u>127</u>	<u>123</u>
<b>C. Retained Earnings</b>		
Opening balance	1,646	1,587
Add: Profit for the year	52	76
Add: Reassessment of defined employee benefit obligation (net of tax)	-	2
Less: Equity dividend	(40)	(72)
<b>Total retained earnings (C)</b>	<u>1,658</u>	<u>1,645</u>
<b>Total other equity (A+B+C)</b>	<u>1,819</u>	<u>1,800</u>

**NOTE 14: BORROWINGS**

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
<b>Non-current borrowings</b>		
<b>Debentures (Secured)</b>		
10,000 (31 March 2023 : 10,000) 9.10% Non convertible debentures of ₹ 1 lac each	100	100
2,900 (31 March 2023 : 2,900) 8.25% Non convertible debentures of ₹ 10 lac each	290	290
1,500 (31 March 2023 : 1,500) 7.30% Non convertible debentures of ₹ 10 lac each	150	150
<b>Term loans</b>		
Indian rupee loans from banks (secured)	-	366
Indian rupee loans from NBFC (unsecured)	394	348
	<u>924</u>	<u>1,155</u>
<b>The above amount includes</b>		
Secured borrowings	546	906
Unsecured borrowings	394	249
<b>Total Non-current borrowings</b>	<u>924</u>	<u>1,155</u>
<b>Less: Current maturities of long term borrowings disclosed under the head "Current Borrowings"</b>		
<b>Net Amount</b>	<u>473</u>	<u>477</u>
	<u>461</u>	<u>678</u>



For Sterlite Technologies Limited  
**Amit Deshpande**  
 Company Secretary



For STL Networks Limited  
**Amit Deshpande**  
 Authorised Signatory

## STERILITE TECHNOLOGIES LIMITED

Provisional abridged notes to standalone financial statements for the period ended September 30, 2023

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
<b>Current borrowings</b>		
Working capital demand loans from banks (secured)	-	734
Current Maturities of Long term borrowings (secured)	473	434
Current Maturities of Long term borrowings (unsecured)	-	43
Commercial paper from bank (unsecured)	1,171	200
Other loans from banks (secured)	540	714
Other loans from banks (unsecured)	151	166
	<u>2,335</u>	<u>2,291</u>

## NOTE 15: OTHER FINANCIAL LIABILITIES

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
<b>Non-current</b>		
<b>Other financial liabilities</b>		
Payables for purchase of property, plant and equipment	1	7
Deposits from vendors	3	3
Financial guarantee payable	-	0
<b>Total non-current financial liabilities</b>	<u>4</u>	<u>10</u>
<b>Current</b>		
<b>Derivative instruments</b>		
Foreign exchange forward contracts	4	21
Currency / Interest Rate Swaps	4	-
	<u>8</u>	<u>21</u>
	<u>30 September 2023 (₹ in crores)</u>	<u>31 March 2023 (₹ in crores)</u>
<b>Other financial liabilities</b>		
Interest accrued but not due on borrowings	21	0
Unclaimed dividend*	5	5
Deposits from customers	0	0
Payables for purchase of property, plant and equipment	38	113
Employee benefits payable	40	84
Financial guarantee payable	1	2
Others	0	0
	<u>107</u>	<u>204</u>
<b>Total current financial liabilities</b>	<u>115</u>	<u>225</u>

\* There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.



For Sterlite Technologies Limited  
*Amit Deshpande*  
 Amit Deshpande  
 Company Secretary

For STL Networks Limited  
*Amit Deshpande*  
 Authorised Signatory



**STERILITE TECHNOLOGIES LIMITED**

Provisional abridged notes to standalone financial statements for the period ended September 30, 2023

**NOTE 16: EMPLOYEE BENEFIT OBLIGATIONS**

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
<b>Non Current</b>		
Provision for gratuity	12	14
Provision for compensated absences	13	15
<b>Total non-current employee benefit obligations</b>	<u>25</u>	<u>29</u>
<b>Current</b>		
Provision for gratuity	6	10
Provision for compensated absences	7	3
<b>Total current employee benefit obligations</b>	<u>13</u>	<u>13</u>



For Sterilite Technologies Limited  
*A. V. Dulpande*  
 Amil Deshpande  
 Company Secretary

For STL Networks Limited  
*A. V. Dulpande*  
 Authorised Signatory





**STERLITE TECHNOLOGIES LIMITED**

Provisional abridged notes to standalone financial statements for the period ended September 30, 2023

**NOTE 17: TRADE PAYABLES**

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
Total outstanding dues of micro & small enterprises	374	312
Total outstanding dues of creditors other than micro & small enterprises		
Trade payables to related parties	289	289
Acceptances	256	256
Others	1,099	1,249
	<u>1,629</u>	<u>1,714</u>
<b>Total Trade Payables</b>	<u><b>1,998</b></u>	<u><b>2,027</b></u>

**NOTE 18: PROVISIONS**

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
<b>Non-current</b>		
Provision for warranty	0	0
<b>Total non-current provision</b>	<u><b>0</b></u>	<u><b>0</b></u>
<b>Current</b>		
Provision for litigations / contingencies	66	66
Provision for warranty	-	-
<b>Total current provision</b>	<u><b>66</b></u>	<u><b>66</b></u>

**Provision for litigations / contingencies :**

The provision of ₹ 66 as at 30 September 2023 (31 March 2023: ₹ 66 Crores) is towards contingencies in respect of disputed claims against the Company, quantum of outflow and timing of which is presently unascertainable.

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
At the beginning of the year	66	24
Addition during the year	-	42
Utilized during the year	-	-
<b>At the end of the year</b>	<u><b>66</b></u>	<u><b>66</b></u>
Current portion	66	66
Non-current portion	-	0

**Provision for warranty**

The Company has given warranty on network software and licenses sold to customers. The timing of the outflow is expected to be within a period of eighteen months from the date of sale of telecom software products. Movement in provision for warranty is given below :

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
At the beginning of the year	0	2
Arising during the year	0	0
Utilized during the year	(0)	(2)
<b>At the end of the year</b>	<u><b>0</b></u>	<u><b>0</b></u>
Current portion	-	-
Non-current portion	0	0

**NOTE 19: OTHER CURRENT LIABILITIES AND CONTRACT LIABILITIES**

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
<b>Contract Liabilities</b>		
Unearned revenue	2	8
Advance from customers	157	153
<b>Total</b>	<u><b>159</b></u>	<u><b>163</b></u>
<b>Current</b>		
Indirect taxes payable	(12)	35
Withholding taxes (TDS) payable	(9)	8
Others	32	16
<b>Total other current liabilities</b>	<u><b>40</b></u>	<u><b>69</b></u>

For Sterlite Technologies Limited

*Anil Dulpade*  
Company Secretary



For STL Networks Limited  
*An Dulpade*  
Authorised Signatory



## STERLITE TECHNOLOGIES LIMITED

Provisional abridged notes to standalone financial statements for the period ended September 30, 2023

## NOTE 20: REVENUE FROM OPERATIONS

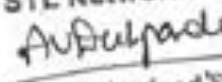
	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
Revenue from contracts with customers		
Sale of products		
- Finished goods	1,261	3,551
- Traded goods	165	163
Revenue from sale of products	1,426	3,714
Revenue from sale of services	178	180
Revenue from network integration projects	642	1,349
Revenue from software products/licenses and implementation activities	5	5
	2,250	5,246
Other operating revenue		
- Scrap sales	13	42
- Other operating income	-	19
- Export incentives*	17	49
Revenue from operations	2,290	5,355

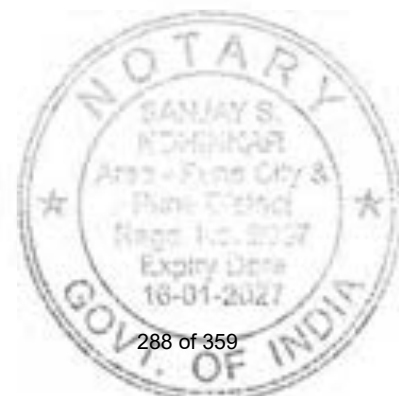
## NOTE 21: OTHER INCOME

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
Royalty income	12	34
Profit on buyback of shares by subsidiary	2	15
Management Fees	-	34
Rental income	0	1
Profit on sale of assets, net	11	-
Dividend income	-	47
Interest on income tax refund	1	-
Miscellaneous income	27	11
	53	142
Interest income on:		
- Bank deposits	3	5
- Loans to related parties	13	22
Gain/(Loss) on investment measured at FVTPL, net	1	2
Exchange difference, net	2	-
	19	29
Total other income	72	171

For Secretarial  
  
 ANIL DESHPANDE  
 Company Secretary



For STL Networks Limited  
  
 Anil Deshpande  
 Authorised Signatory



## STERLITE TECHNOLOGIES LIMITED

Provisional abridged notes to standalone financial statements for the period ended September 30, 2023

## NOTE 22: COST OF RAW MATERIALS AND COMPONENTS CONSUMED

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
Inventory at the beginning of the year (refer note 11)	134	132
Add: Purchases	1,058	2,504
Less: Inventory at the end of the year (refer note 11)	(120)	(134)
<b>Cost of raw material &amp; components consumed</b>	<b>1,072</b>	<b>2,502</b>
(Increase)/ Decrease in inventories		
Opening inventories		
Traded goods	30	8
Work-in-progress	30	51
Finished goods	141	214
	201	273
Closing inventories		
Traded goods	2	30
Work-in-progress	29	30
Finished goods	134	141
	165	201
(Increase)/Decrease in inventories	36	73

## NOTE 23: EMPLOYEE BENEFITS EXPENSE

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
Salaries, wages and bonus	100	471
Contribution to provident fund (refer note a and b below)	6	11
Gratuity expenses	2	5
Employers stock option expense	(6)	7
Staff welfare expenses	8	23
<b>Total Employee benefit expense</b>	<b>100</b>	<b>478</b>

## NOTE 24: OTHER EXPENSES

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
Consumption of stores and spares	58	140
Consumption of packing materials	28	90
Power, fuel and water	77	176
Labour Charges	34	78
Repairs and maintenance		
Buildings	2	3
Floor & Machinery	9	16
Others	11	25
Corporate Social Responsibility (CSR) expenses	-	8
Sales commission	6	13
Sales promotion	31	103
Carriage outward	24	264
Rent	3	7
Insurance	10	22
Legal and professional fees	56	106
Fees and taxes	12	17
Travelling and conveyance	12	37
Network maintenance charges	44	98
Bad debts/ advances written off	-	-
Provision for doubtful debts and advances	34	1
Provision for contract assets	-	81
Impairment provision for loans and investment in subsidiaries	-	10
Directors sitting fee and commission	2	0
Payment to auditor (refer note below)	1	2
Research and development expenses		
- Salaries, wages and bonus	9	17
- Raw materials consumed	0	5
- General expenses	4	17
<b>Total Research and development expenses</b>	<b>14</b>	<b>39</b>
Less: Amount transferred to individual expense line item	(14)	(39)
	-	-
Miscellaneous expenses	181	102
<b>Total other expenses</b>	<b>411</b>	<b>1,289</b>



For Sterlite Technologies Limited

*A. V. S. S. S.*  
 Authorised Signatory  
 Company Secretary

For STL Networks Limited  
*A. V. S. S. S.*  
 Authorised Signatory

## STERILITE TECHNOLOGIES LIMITED

Provisional abridged notes to standalone financial statements for the period ended September 30, 2023

## NOTE 25: DEPRECIATION AND AMORTISATION EXPENSE

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
Depreciation of property, plant and equipment	88	181
Depreciation of right of use assets	7	13
Amortisation of intangible assets	3	9
<b>Total depreciation and amortisation expense</b>	<b>98</b>	<b>203</b>

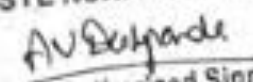
## NOTE 26: FINANCE COST

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
Interest on financial liabilities measured at amortised cost	123	254
Interest on lease liabilities	4	8
Bank charges	23	11
Others	2	7
<b>Total finance cost</b>	<b>152</b>	<b>281</b>

## NOTE 27: TAX EXPENSE

	30 September 2023 (₹ in crores)	31 March 2023 (₹ in crores)
Current tax relating to continuing operations	7	107
Deferred tax	4	(4)
<b>Total tax expense</b>	<b>11</b>	<b>98</b>

For Sterilite Technologies Limited  
  
 Amit Deshpande  
 Company Secretary

For STL Networks Limited  
  
 AV Deshpande  
 Authorised Signatory



**Price Waterhouse Chartered Accountants LLP**

Annexure - C3

**Independent Auditor's Report****To the Members of STL Networks Limited****Report on the Audit of the Financial Statements****Opinion**

1. We have audited the accompanying financial statements of STL Networks Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and total comprehensive income (comprising of loss and other comprehensive income), changes in equity and its cash flows for the year then ended.

**Basis for Opinion**

3. We conducted our joint audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Other Information**

4. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.



Price Waterhouse Chartered Accountants LLP, 7th Floor, Tower A - Wing 1, Business Bay, Airport Road  
Yerwada, Pune - 411 006

T: +91 (20) 41004444, F: +91 (20) 41006161

Registered office and Head office: 11-A, Vafnu Digambar Marg, Sucheta Bhawan, Gate No 2, 1st Floor, New Delhi - 110002

Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership) with LLP identity no: LLPIN AAC-3021 with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754/N/NS00016 (ICAI registration number before conversion was 012734/N)

For Sterito Technologies Limited  
**AV Dufande**  
Anil Deshpande  
Company Secretary

For STL Networks Limited  
**AV Dufande**  
Authorised Signatory



# Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITOR'S REPORT

\* 000436

To the Members of STL Networks Limited  
Report on Audit of the Financial Statements  
Page 2 of 4

## Responsibilities of management and those charged with governance for the financial statements

5. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
6. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

## Auditor's responsibilities for the audit of the financial statements

7. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
8. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

For Sterlite Technologies Limited  
*A V Deshpande*  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
*A V Deshpande*  
Authorised Signatory



# Price Waterhouse Chartered Accountants LLP

\* 000437

## INDEPENDENT AUDITOR'S REPORT

To the Members of STL Networks Limited  
Report on Audit of the Financial Statements  
Page 3 of 4

9. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

### Report on other legal and regulatory requirements

10. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
11. As required by Section 143(3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors as on March 31, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company was not required to recognise a provision as at March 31, 2023 under the applicable law or accounting standards, as it does not have any material foreseeable losses on long-term contract. The Company did not have any derivative contracts as at March 31, 2023.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2023.

For Steritec Technologies Limited  
*A. V. Deshpande*  
A. V. Deshpande  
Company Secretary

For STL Networks Limited  
*A. V. Deshpande*  
A. V. Deshpande  
Authorised Signatory



INDEPENDENT AUDITOR'S REPORT

To the Members of STL Networks Limited  
Report on Audit of the Financial Statements  
Page 4 of 4

- iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 20 to the financial statements);
- (b) The management has represented that, to the best of its knowledge and belief, [other than] as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 20 to the financial statements); and
- (c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year.
- vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for maintaining books of account in accounting software having a feature of recording audit trail of each and every transaction, creating an edit log of each change made in books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled, is applicable to the Company only with effect from financial year beginning April 1, 2023, the reporting under clause (g) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), is currently not applicable.
12. The Company has not paid or provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016

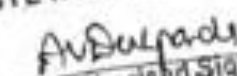


Disha Maheshwari  
Partner  
Membership Number 110159  
UDIN: 23110159BGYVUY6178  
Place: Pune  
Date: May 17, 2023

For Sterile Technologies Limited

Amit   
Company Secretary

For STL Networks Limited

  
Authorised Signatory







**Annexure A to Independent Auditor's Report**

Referred to in paragraph 11(f) of the Independent Auditor's Report of even date to the members of STL Networks Limited on the financial statements for the year ended March 31, 2023  
Page 2 of 2

**Meaning of Internal Financial Controls with reference to financial statements**

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

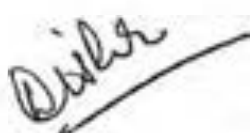
**Inherent Limitations of Internal Financial Controls with reference to financial statements**

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

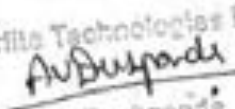
**Opinion**

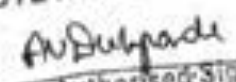
8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016



Disha Maheshwari  
Partner  
Membership Number 110159  
UDIN: 23110159BGYVUY6178  
Place: Pune  
Date: May 17, 2023

For Sterlite Technologies Limited  
  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
  
Anil Dabunde  
Authorised Signatory



**Annexure B to Independent Auditors' Report**

Referred to in paragraph 10 of the Independent Auditors' Report of even date to the members of STL Networks on the financial statements as of and for the year ended March 31, 2023  
Page 1 of 4

- i. There are no Property, Plant and Equipment (including Right of Use Asset) and Intangible Assets in the company, hence the requirement under Clause 3(i)(a), (b), (c), (d) and (e) of the Order are not applicable to the company and hence not commented upon.
- ii.
  - a) The Company is in the business of rendering services and, consequently, does not hold any inventory. Therefore, the provisions of clause 3(ii)(a) of the Order are not applicable to the Company.
  - b) During the year, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate from banks and financial institutions on the basis of security of current assets and accordingly, the question of our commenting on whether the quarterly returns or statements are in agreement with the unaudited books of account of the Company does not arise.
- iii. The Company has not made any investments, granted secured/ unsecured loans or advances in nature of loans, or stood guarantee, or provided security to any parties. Therefore, the reporting under clause 3(iii), (iii)(a), (iii)(b), (iii)(c), (iii)(d), (iii)(e) and (iii)(f) of the Order are not applicable to the Company.
- iv. The Company has not granted any loans or made any investments or provided any guarantees or security to the parties covered under Sections 185 and 186. Therefore, the reporting under clause 3(iv) of the Order are not applicable to the Company.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits referred in Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products / services of the Company.
- vii.
  - a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including income tax and other material statutory dues, as applicable, with the appropriate authorities.
  - b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues referred to in sub-clause (a) which have not been deposited on account of any dispute.
- viii. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- ix.
  - a) As the Company did not have any loans or other borrowings from any lender during the year, the reporting under clause 3(ix)(a) of the Order is not applicable to the Company.
  - b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority. (Also refer Note 21 to the financial statements)

For Steris Technology Limited  
*A. V. Dabunde*  
Amal Dabunde  
Company Secretary

For STL Networks Limited  
*A. V. Dabunde*  
Authorised Signatory





**Annexure B to Independent Auditors' Report**

Referred to in paragraph 10 of the Independent Auditors' Report of even date to the members of STL Networks Limited on the financial statements for the year ended March 31, 2023.

Page 3 of 4

- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act. Further, the company is not required to constitute an audit committee under section 177 of the Act, and accordingly the reporting under clause 3(xiii) of the Order is not applicable to the Company.
- xiv.
  - a) The internal audit of the Company is covered under the group internal audit pursuant to which an internal audit is carried out every year. In our opinion, the Company's internal audit system is commensurate with the size and nature of its business.
  - b) As there were no operations during the current year, the company has not carried out an internal audit during the year.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.
- xvi.
  - a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.
  - b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
  - c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
  - d) Based on the information and explanations provided by the management of the Company, the Group does not have any CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has incurred cash losses of Rs. 1,41,900 in the financial year and of Rs. 148,719 in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause (xviii) is not applicable.

For STL Networks Limited  
 Amit Deshpande  
 Company Secretary

For STL Networks Limited  
 AU Deshpande  
 Authorised Signatory



**Price Waterhouse Chartered Accountants LLP**

**Annexure B to Independent Auditors' Report**

Referred to in paragraph 10 of the Independent Auditors' Report of even date to the members of STL Networks Limited on the financial statements for the year ended March 31, 2023.

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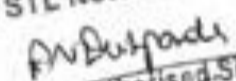
- xix. According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note 18 to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.
- xx. The provisions relating to Corporate Social Responsibility under Section 135 of the Act are not applicable to the Company. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016



Disha Maheshwari  
Partner  
Membership Number 110159  
UDIN: 23110159BGYVUY6178  
Place: Pune  
Date: May 17, 2023

For STL Networks Limited  
  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
  
Anil Deshpande  
Authorised Signatory



**STL Networks Limited**  
**BALANCE SHEET AS AT MARCH 31, 2023**  
 (All amounts are in INR hundreds, unless otherwise stated)

	Note	31 March 2023	31 March 2022
<b>ASSETS</b>			
<b>Current assets</b>			
<b>Financial assets</b>			
(i) Cash and cash equivalents	3	4,513	4,513
<b>Total Current Assets</b>		<b>4,513</b>	<b>4,513</b>
<b>Total Assets</b>		<b>4,513</b>	<b>4,513</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	4	5,000	5,000
Other Equity	5	(2,966)	(1,487)
<b>Total Equity</b>		<b>2,094</b>	<b>3,513</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
(i) Trade payables	6 A	-	-
(A) total outstanding dues of micro enterprises and small enterprises (refer note 27)			
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		1,080	900
(ii) Others	6 B	1,339	-
<b>Other current liabilities</b>	T	-	100
<b>Total Current Liabilities</b>		<b>2,419</b>	<b>1,000</b>
<b>Total Liabilities</b>		<b>2,419</b>	<b>1,000</b>
<b>Total Equity &amp; Liabilities</b>		<b>4,513</b>	<b>4,513</b>
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements

As per our report of even date

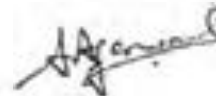
For Pricewaterhouse Chartered Accountants LLP  
 Firm Registration No: 012754N/N500016



Deba Maheshwari  
 Partner  
 Membership Number: 110139

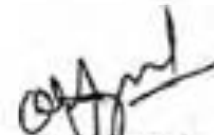
Place: Pune  
 Date: May 17, 2023

For and on behalf of the board of directors of  
 STL Networks Limited




Ankit Agarwal  
 Director  
 DIN: 03344292

Place: Pune  
 Date: May 17, 2023




Parul Agarwal  
 Director  
 DIN: 0889216

For Statutory compliance



Anand Deshpande  
 Company Secretary

For STL Networks Limited  
  
 Authorised Signatory



**STL Networks Limited**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 March 2023**  
 (All amounts are in INR hundreds, unless otherwise stated)

	Note	For the year ended 31 March 2023	From March 26, 2021 to 31 March 2022
<b>INCOME</b>			
Revenue from Operations		-	-
Other income		-	-
<b>Total Income (I)</b>		-	-
<b>EXPENSES</b>			
Cost of Raw Material Consumed		-	-
(Increase) / decrease in inventories of work-in-progress		-	-
Employee Benefits Expense		-	-
Other expenses	8	1,419	1,200
<b>Total Expenses (II)</b>		1,419	1,200
<b>Earnings before exceptional items, interest, tax, depreciation and amortisation (EBITDA) (I) - (II)</b>		(1,419)	(1,200)
Depreciation and Amortisation Expense		-	-
Finance costs	9	-	487
<b>Loss before tax</b>		(1,419)	(1,487)
Tax expenses:			
Current tax	10	-	-
Deferred tax		-	-
<b>Total tax expenses</b>		-	-
<b>Loss for the year / period</b>		(1,419)	(1,487)
<b>Earnings per equity share</b>			
Basic and diluted			
Computed on the basis of loss for the year / period	11	(0.03)	(0.03)
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements

For Price Waterhouse Chartered Accountants LLP  
 Firm Registration No. 012754N0150016

*Disha Mahabharati*  
 Disha Mahabharati  
 Partner  
 Membership Number: 110159

Place : Pune  
 Date : May 17, 2023

For and on behalf of the board of directors of  
 STL Networks Limited

*Anil Aggarwal*  
 Anil Aggarwal  
 Director  
 DIN: 03244202

*Pankaj Aggarwal*  
 Pankaj Aggarwal  
 Director  
 DIN: 0889216

Place : Pune  
 Date : May 17, 2023

For Sterita Technologies Limited  
*AV Deshpande*  
 Avinash Deshpande  
 Company Secretary

For STL Networks Limited  
*AV Deshpande*  
 Authorised Signatory



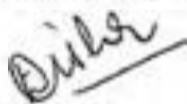


STL Networks Limited  
**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2023**  
 (All amounts are in INR hundreds, unless otherwise stated)

	For the year ended 31 March 2023	From March 26, 2021 to 31 March 2022
<b>A. Operating Activities</b>		
Profit/(Loss) before tax	(1,419)	(1,487)
Adjustments to reconcile profit before tax to net cash flows:		
Interest Income	-	487
<b>Operating Profit/(Loss) before Working Capital Changes</b>	<b>(1,419)</b>	<b>(1,000)</b>
Working Capital Adjustments:		
Increase/(Decrease) in Trade Payables	-	900
Increase/(Decrease) in Other Financial Liability	1,319	-
Increase/(Decrease) in Other Current Liability	(100)	100
Cash generated from/(used in) operations	-	-
Income Taxes Paid (net of refunds)	-	-
<b>Net Cash generated from/(used in) operating activities (A)</b>	<b>-</b>	<b>-</b>
<b>B. Investing Activities</b>		
Net cash generated from/(used in) operating activities (B)	-	-
<b>C. Financing Activities</b>		
Proceeds of issue of equity shares	-	5,000
Bank charges paid	-	(487)
<b>Net cash inflow/(outflow) from financing activities (C)</b>	<b>-</b>	<b>4,513</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>-</b>	<b>4,513</b>
Cash and cash equivalents as at the beginning of the year (Refer note 3)	4,513	-
<b>Cash and cash equivalents as at the year end (Refer note 3)</b>	<b>4,513</b>	<b>4,513</b>
<b>Components of cash and cash equivalents:</b>	<b>31 March 2023</b>	<b>31 March 2022</b>
Balances with banks :	4,513	4,513
<b>Total cash and cash equivalents</b>	<b>4,513</b>	<b>4,513</b>

The accompanying notes are an integral part of the financial statements.

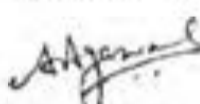
For Pricewaterhouse Chartered Accountants LLP  
 Firm Registration No: 012754N/N500016



Divya Maheshwari  
 Partner  
 Membership Number: 110159

Place: Pune  
 Date: May 17, 2023

For and on behalf of the board of directors of  
 STL Networks Limited



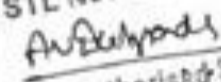
Aakul Agarwal  
 Director  
 DIN: 03344202



Pankaj Agarwal  
 Director  
 DIN: 0889216

Place: Pune  
 Date: May 17, 2023

For Sterlite Technologies Limited  
  
 Amit Deshpande  
 Company Secretary

For STL Networks Limited  
  
 Authorized Signatory



**STL Networks Limited**  
**STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 March 2023**  
 (All amounts are in INR hundreds, unless otherwise stated)

**A. Equity share capital**

Equity Shares of Rs. 10 each (Issued, subscribed and fully paid)  
 At March 31, 2021  
 Changes in equity share capital  
 At March 31, 2022  
 Changes in equity share capital  
 At 31 March 2023

Note

	INR	INR
	30,000	3,000
	-	-
	90,000	6,000
	-	-
	90,000	6,000

**B. Other equity**

At March 31, 2021  
 Loss for the period  
 Other Comprehensive Income for the period  
 At March 31, 2022  
 Loss for the year  
 Other Comprehensive Income for the Year  
 At 31 March 2023

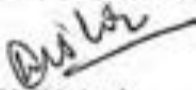
INR	
Reserve and surplus	Total
Retained Earnings	
-	-
(1,487)	(1,487)
-	-
(1,487)	(1,487)
(1,419)	(1,419)
-	-
(3,096)	(3,096)

Summary of significant accounting policies

2

The accompanying notes are an integral part of the financial statements

As per our report of even date  
 For Price Waterhouse Chartered Accountants LLP  
 Firm Registration No. 012734M/N300016



Nisha Mahankar  
 Partner  
 Membership Number: 110119

Place: Pune  
 Date: May 17, 2023

For and on behalf of the board of directors of  
 STL Networks Limited

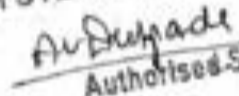


Anil Agarwal  
 Director  
 DIN: 01344202

Pooja Agarwal  
 Director  
 DIN: 0889214

Place: Pune  
 Date: May 17, 2023

For STL Networks Limited  
  
 Anil Dashpande  
 Company Secretary

For STL Networks Limited  
  
 Anil Dashpande  
 Authorised Signatory



**1. Corporate information**

STL Networks Limited (erstwhile "Sterlite Tech Connectivity Limited") (the Company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 2013. The Company was incorporated on 26 March 2021 and is a wholly owned subsidiary of Sterlite Technologies Limited. The registered office of the Company is located at 4<sup>th</sup> Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune -411001. The company is primarily 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 centre design engineering and end-to-end cyber infrastructure.

**2. Significant accounting policies**

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

**Basis of preparation**

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The Ind AS financial statements have been prepared on a historical cost basis.

**Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

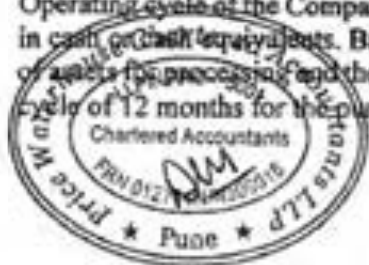
A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle of the Company is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of products and services and the time between the acquisitions of assets for processing and their realisation in cash and cash equivalents, the company has ascertained operating cycle of 12 months for the purpose of current and non-current classification of assets and liabilities.



For Sterlite Technologies Limited  
 Anil Deshpande  
 Company Secretary

For STL Networks Limited  
 Anil Deshpande  
 Authorised Signatory



**a) Foreign currency translation****Functional and presentation currency**

Items included in the financial statements of the company are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is company's functional and presentation currency.

**Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss within finance costs. All other foreign exchange gains and losses are presented in the Statement of profit and loss on the basis of underlying transactions.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equity investments classified as FVOCI are recognised in other comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

**b) Revenue from contracts with customers**

Ind AS 115 Revenue from contracts with customers standard deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognised when a customer obtains control of a promised good or service and thus has the ability to direct the use and obtain the benefits from the good or service in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services.

The five-step process that must be applied before revenue can be recognised:

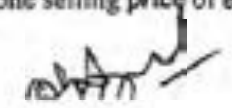
- (i) identify contracts with customers
- (ii) identify the separate performance obligation
- (iii) determine the transaction price of the contract
- (iv) allocate the transaction price to each of the separate performance obligations, and
- (v) recognise the revenue as each performance obligation is satisfied.

**Revenue recognition policy**

The Company accounts for a contract when it has approval and commitment from parties involved, the rights of the parties are identified, payment terms are identified, the contract has commercial substance and collectability of consideration is probable.

The Company identifies distinct performance obligations in each contract. If a contract is separated into more than one performance obligation, the Company allocates the total transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract.

For Sterlita Technologies Limited  
  
 Amit Deshpande  
 Company Secretary

For STL Networks Limited  
  
 Anil Deshpande  
 Authorised Signatory



**Notes to Financial Statements for the period ended March 31, 2023**

The Company assesses for the timing of revenue recognition in case of each distinct performance obligation. The Company first assesses whether the revenue can be recognized over time as it performs if any of the following criteria is met:

- (a) The customer simultaneously consumes the benefits as the Company performs, or
- (b) The customer controls the work-in-progress, or
- (c) The Company's performance does not create an asset with alternative use to the Company and the Company has right to payment for performance completed till date.

If none of the criteria above are met, the Company recognizes revenue at a point-in-time. The point-in-time is determined when the control of the goods or services is transferred which is generally determined based on when the significant risks and rewards of ownership are transferred to the customer. Apart from this, the Company also considers its present right to payment, alternative use, the legal title to the goods, the physical possession and the customer acceptance in determining the point in time where control has been transferred.

The Company estimates variable consideration, using the most likely amount to which it expects to be entitled. The Company includes estimated amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. The estimates of variable consideration and determination of whether to include estimated amounts in the transaction price are based largely on an assessment of the anticipated performance and all information (historical, current and forecasted) that is reasonably available.

**c) Other Income**

**Interest income**

Interest income is accrued on a time basis by reference to the principal outstanding and at the effective interest rate applicable. Interest income is included in finance income in the statement of profit and loss.

**d) Income Tax (Current Income tax and Deferred tax)**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

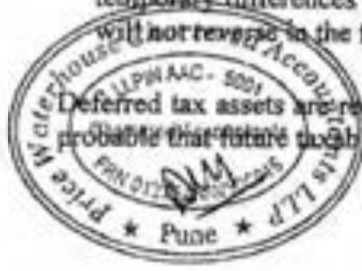
The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements at the reporting date.

Deferred tax is recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of taxable temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled by the Company and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.



For Sterlite Technologies Limited

Amit Deshpande  
Company Secretary

For STL Networks Limited

Audubande  
Authorised Signatory



**STL Networks Limited****Notes to Financial Statements for the period ended March 31, 2023**

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred income tax is determined using tax rates (and tax laws) that have been enacted or substantively enacted as at the reporting date and are expected to apply in the year when the asset is realised or the liability is settled.

Current and Deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to income taxes levied by same taxation authorities on either same taxable entity or different taxable entities which intend either to settle the current tax assets and tax liabilities on a net basis or to realise the asset and settle the liability simultaneously.

**e) Provisions and contingent liabilities****General**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss, net of any reimbursement. Provisions are not recognised for future operating losses.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as interest expense.

**Contingent Liabilities**

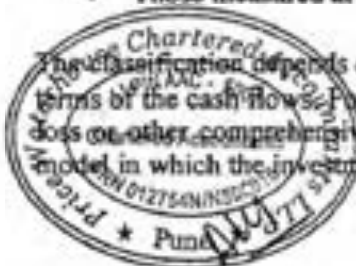
Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

**f) Investments and Other Financial assets****i) Classification & Recognition:**

The company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss)
- Those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the



For Sterite Technologies Limited

*Avanish*  
Company Secretary

For STL Networks Limited

*Avanish*  
Authorised Signatory



**STL Networks Limited****Notes to Financial Statements for the period ended March 31, 2023**

company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The company reclassifies debt investments when and only when its business model for managing those assets changes.

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the company commit to purchase or sell the financial asset.

**ii) Measurement:**

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

**Debt instruments**

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the company classifies its debt instruments:

**Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in statement of profit and loss using the effective interest rate method. Impairment losses are presented as a separate line item in the financial statements.

**Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gains and losses and impairment expenses are presented as separate lines item in the financial statements.

**Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

**Equity instruments**

The company subsequently measures all equity investments at fair value. Where the company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the company's right to receive payments is established.



For STL Networks Limited

*A. D. D. D.*  
Company Secretary

For STL Networks Limited

*A. D. D. D.*  
Authorised Signatory



**STL Networks Limited****Notes to Financial Statements for the period ended March 31, 2023**

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/ (losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

**iii) Impairment of financial assets**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balances;
- Lease receivables under Ind AS 116
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115.

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 116

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

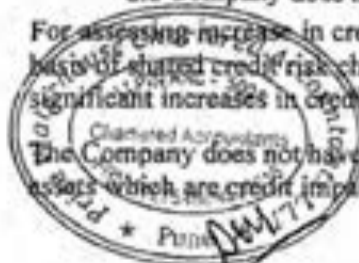
- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument;
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/origination.



For Sterlite Technologies Limited  
**Amrit Deshpande**  
 Company Secretary

For STL Networks Limited  
**Amrit Deshpande**  
 Authorised Signatory





**STL Networks Limited**

Notes to Financial Statements for the period ended March 31, 2023

**iv) Derecognition of financial asset**

A financial asset is derecognised only when the Company has transferred the rights to receive cash flows from the financial asset or retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

**v) Reclassification of financial assets**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate previously recognised gains, losses (including impairment gains or losses) or interest.

**g) Financial liabilities****Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

**Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.



For Sierite Technologies Limited

*A. V. D. D. D.*  
Amil Deshpande  
Company Secretary

For STL Networks Limited

*A. V. D. D. D.*  
Authorised Signatory



**STL Networks Limited****Notes to Financial Statements for the period ended March 31, 2023**

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as either gains/(losses).

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

**h) Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counter party.

**i) Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents consist of cash and cash equivalent, as defined above, net of outstanding bank overdrafts if they are considered an integral part of the Company's cash management.

**j) Dividends**

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is at least in part at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

**k) Earnings per share****Basic earnings per share**

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

**Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

For Starille Technologies Limited

Arch. A. Anand  
Company Secretary

For STL Networks Limited

A. Anand  
Authorised Signatory



**STL Networks Limited**

Notes to Financial Statements for the period ended March 31, 2023

**l) Presentation of EBITDA**

The Company presents Earnings before interest, tax, depreciation and amortisation ('EBITDA') in the statement of profit or loss; this is not specifically required by Ind AS 1. The term EBITDA is not defined in Ind AS. Ind AS compliant Schedule III allows companies to present line items, sub-line items and sub-totals to be presented as an addition or substitution on the face of the financial statements when such presentation is relevant to an understanding of the company's financial position or performance.

Accordingly, the Company has elected to present EBITDA as a separate line item on the face of the statement of profit and loss. The Company measures EBITDA on the basis of profit/ (loss) from operations. In its measurement, the Company does not include depreciation and amortization expense, finance income, finance costs and tax expense.

**m) Trade receivables**

Trade receivables are amounts due from customers for goods sold or services rendered in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional unless there are significant financing components, when they are recognised at fair value. The company holds the trade receivables with the objective to collect contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

**n) Segment Reporting**

Operating segments are reported in a manner consistent with internal reporting provided to the Chief Operating Decision Maker (CODM). The Board of Directors has been identified as being the CODM.

**o) Going Concern Assumption**

During the year, company has incurred a loss of INR. 1,41,900 (2022: loss INR. 1,48,719) and is carrying accumulated losses of INR. 2,90,618 (2022: INR. 1,48,719).

The Company's management has assessed that it will be able to meet its liabilities as and when they fall due. The company has also received the letter of support dated May 17,2023 from its holding company Sterlite technologies Limited for all necessary financial as well as operation support. Based on this the management is of the opinion that the preparation of financial statements of the company on going concern basis is appropriate.

**p) Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest hundred Indian Rupee as per the requirement of Schedule III, unless otherwise stated.

*(Handwritten signatures)*



For Sterlite Technologies Limited  
*(Handwritten signature)*  
 Company Secretary

For STL Networks Limited  
*(Handwritten signature)*  
 Authorised Signatory



STL Networks Limited  
Notes to financial statements for the year ended 31 March 2023  
(All amounts are in INR hundreds, unless otherwise stated)

**NOTE 3: CASH AND CASH EQUIVALENTS**

	31 March 2023	31 March 2022
Balance with banks:		
in current accounts	4,513	4,513
<b>Total cash and cash equivalents</b>	<b>4,513</b>	<b>4,513</b>

**NOTE 4: SHARE CAPITAL**

	31 March 2023	31 March 2022
Authorised equity share capital (50,000 equity shares of Rs.10 each)		
No. of Shares	50,000	50,000
Total authorised equity share capital	5,000	5,000
Issued, subscribed and fully paid-up share capital		
50,000 equity shares of Rs.10 each fully paid up	5,000	5,000
<b>Total issued, subscribed and fully paid-up share capital</b>	<b>5,000</b>	<b>5,000</b>

**a. Movement in equity share capital**

	31 March 2023		31 March 2022	
	No.	INR in '00	No.	INR in '00
At the beginning of the year	50,000	5,000	-	-
Issued during the period	-	-	50,000	5,000
<b>Outstanding at the end of the year</b>	<b>50,000</b>	<b>5,000</b>	<b>50,000</b>	<b>5,000</b>

**b. Terms and rights attached to equity shares**

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferred amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**c. Shares of the company held by holding company**

	31 March 2023		31 March 2022	
	Numbers	% holding	Numbers	% holding
Immediate holding company Sterlite Technologies Limited and its nominee shareholders	50,000	100%	50,000	100%

**d. Detail of shareholders holding more than 1% of shares in the company**

	31 March 2023		31 March 2022	
	Numbers	% holding	Numbers	% holding
Sterlite Technologies Limited and its nominee shareholders	50,000	100%	50,000	100%

**e. Detail of shareholding of promoters:**

Name of Promoters	No. of Shares as at 31 March 2023	No. of Shares as at 31 March 2022	% change during the year ended 31 March 2023
Sterlite Technologies Limited	50,000	50,000	-

**NOTE 5: OTHER EQUITY**

	31 March 2023	31 March 2022
Retained earnings		
Opening balance	(1,487)	-
Add: Net Loss for the period / year	(1,417)	(1,487)
Closing balance	(2,904)	(1,487)
<b>Total retained earnings</b>	<b>(2,904)</b>	<b>(1,487)</b>
<b>Total other equity</b>	<b>(2,904)</b>	<b>(1,487)</b>

**NOTE 6 A: TRADE PAYABLES**

	31 March 2023	31 March 2022
Current		
Trade payables: micro and small enterprises	-	-
Trade payables to related parties	-	-
Trade payables: others	-	-
Others	1,080	900
<b>Total trade payables</b>	<b>1,080</b>	<b>900</b>
The above amount includes	1,080	900

Particulars	Not Due	Less than year	1-2 Years	3-3 Years	More than 3 years	Grand Total
Trade payables: micro and small enterprises	-	-	-	-	-	-
Trade payables to related parties	-	-	-	-	-	-
Trade payables: others	1,080	-	-	-	-	1,080
<b>Total</b>	<b>1,080</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,080</b>



For Sterlite Technologies Limited  
**Amrit Deshpande**  
Company Secretary

For STL Networks Limited  
**Amrit Deshpande**  
Authorized Signatory



**STL Networks Limited**  
 Notes to financial statements for the year ended 31 March 2023  
 (All amounts are in INR hundreds, unless otherwise stated)

**NOTE 4 B: FINANCIAL LIABILITIES - OTHERS**

	31 March 2023	31 March 2022
<b>Current</b>		
Reimbursement for Expenses Payable	1,319	-
	<u>1,319</u>	<u>-</u>

**NOTE 7: OTHER CURRENT LIABILITIES**

	31 March 2023	31 March 2022
Withholding taxes (TDS) payable	(198)	(198)
Total other current liabilities	<u>-</u>	<u>198</u>

**NOTE 8: OTHER EXPENSES**

	For the year ended 31 March 2023	From March 26, 2021 to 31 March 2022
Exam and Tests	239	-
Payments to auditor (see note 8(x))	1,180	1,000
Total other expenses	<u>1,419</u>	<u>1,000</u>

**Note 8 : Payment to auditor**

	For the year ended 31 March 2023	From March 26, 2021 to 31 March 2022
As auditor		
(x) Audit fee	1,180	1,000
Total payment to auditor	<u>1,180</u>	<u>1,000</u>

**NOTE 9: FINANCE COST**

	For the year ended 31 March 2023	From March 26, 2021 to 31 March 2022
Bank charges	-	487
Total finance cost	<u>-</u>	<u>487</u>

**NOTE 10: TAX EXPENSES**

	For the year ended 31 March 2023	From March 26, 2021 to 31 March 2022
(a) Income tax expense		
Total losses for the current period	1,419	1,487
Total losses for the current period on which deferred tax asset has not been recognized	<u>(1,419)</u>	<u>(1,487)</u>

Details of carry forward losses on which no deferred tax asset is recognized by the Company are as follows:  
 Business loss can be carried forward for period of 8 years from the year in which losses arose.

	For the year ended 31 March 2023	From March 26, 2021 to 31 March 2022
Business Loss CV	2,906	1,487
Potential tax benefit	731	374

In the current period, the company has not recognized deferred tax asset on carried forward losses as the company is not likely to generate taxable income in the foreseeable future. These unutilized tax losses can be carried forward as per the provisions of Income Tax Act, 1961.  
 The tax expense is computed as per the provisions of Income Tax Act, 1961. Statutory tax rate of 15.168% is applicable to the company for the financial period ended 31 March 2023. Cumulative loss incurred during the year tax expense for the year is Nil.

**NOTE 11: EARNINGS(LOSS) PER SHARE (EPS)**

Basic EPS amounts are calculated by dividing the profit(loss) for the year / period attributable to equity holders by the weighted average number of Equity shares outstanding during the year / period. The following table shows the computation of basic EPS:

	For the year ended 31 March 2023	From March 26, 2021 to 31 March 2022
(a) Basic EPS		
Loss for the year / period	(1,419)	(1,487)
Weighted average number of equity shares in calculating basic and diluted EPS	50,000	50,000
Earnings per share		
Basic and diluted (no nominal value of Rs. 10 per share) Rupees/share	<u>(0.03)</u>	<u>(0.03)</u>

**NOTE 12: FAIR VALUE MEASUREMENT**

All the financial instruments of the entity are classified as amortized cost. The management assessed that cash and cash equivalents, trade payables and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments and therefore carrying value of these instruments is considered to be the same as fair value.



For Sterlite Technologies Limited

*AV Dufurde*  
 Company Secretary

For STL Networks Limited

*AV Dufurde*  
 Authorized Signatory



STL Networks Limited  
Notes to financial statements for the year ended 31 March 2023  
(All amounts are in INR lakhs, unless otherwise stated)

**NOTE 13: RELATED PARTY TRANSACTIONS**

(a) Parent Entities  
The group is controlled by the following entity:

Name	Type
Serfite Technologies Limited	Immediate Holding Company
Twin Star Overseas Limited, Mauritius	Intermediate Holding Company
Value Investments Limited, Bahamas	Ultimate Holding Company
Anil Agarwal Discretionary Trust	Ultimate Parent Entity

**Note on ultimate holding company**

Serfite Technologies Limited (Immediate Holding Company) is a majority-owned and controlled subsidiary of Twin Star Overseas Limited (Twin Star). Value Investments Limited ("Value") holds 100% of the share capital and 100% of the voting rights of Twin Star. Value is 100% beneficially owned and controlled by the Anil Agarwal Discretionary Trust ("Trust"). Mr. Anil Agarwal is the trustee and one of the beneficiaries of the Trust. Twin Star Overseas Limited, Value Investments Limited, and Anil Agarwal Discretionary Trust do not prepare Group financial statements.

**Key management personnel (KMP)**

Anil Agarwal - Director  
Rishi Gansani - Director (from April 14, 2023)  
Sandeep Mahajan - Director (from April 14, 2023)  
Pankaj Agarwal - Director (from April 14, 2023)  
Praveer Chandra - Director (from April 14, 2023)

**B. Transactions with related parties during the period and outstanding balances are as follows:**

Transactions	Relationship	For the year ended	
		31 March 2023 (INR)	31 March 2022 (INR)
Serfite Technologies Limited (Reimbursement of Expenses Payable)	Immediate Holding company	1,339	-
Serfite Technologies Limited (Face of Shares)	Immediate Holding company	-	3,060
<b>Outstanding balance</b>		<b>1,339</b>	<b>-</b>

**NOTE 14: FINANCIAL RISK MANAGEMENT**

The Company does not have any operations during current and previous year. The Company's principal financial assets include cash and cash equivalents. Currently the company has adopted the risk management policies as defined by its holding company to manage risk relevant to its operations. Management has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's maximum exposure to credit risk for the components of the balance sheet of 31 March 2023 is the carrying amount of each class of financial assets.

**Credit risk**

The company is exposed to credit risk arising from financial assets in the nature of cash and cash equivalents. The management manages credit risk by keeping its funds with reputed financial institutions with good credit rating. The company has adopted risk management policies as defined by its holding company to manage risks relevant to it.

**Liquidity Risk**

Liquidity risk is the risk that the Company may encounter difficulty in meeting its present and future obligations associated with financial liabilities that are required to be settled by delivering cash or another financial asset. The Company's objective is to, at all times, maintain sufficient levels of liquidity to meet its obligations. Also, the company has also received the letter of support dated May 17, 2023 from its holding company Serfite technologies Limited for all necessary financial as well as operation support.

The liquidity risk is managed on the basis of expected maturity dates of the financial liabilities. The average credit period taken to settle trade payables is about 60 - 90 days. The carrying amounts are assumed to be reasonable approximation of fair value. The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

Facilities	Less than 1 Year	1 - 2 years	Total
As at March 31, 2023			
Trade payables	1,339	-	1,339
Financial Liability (current)	139	1,200	1,339
	<b>1,478</b>	<b>1,200</b>	<b>2,678</b>

**NOTE 14: DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MSMED ACT, 2006**

There are no micro enterprises and small enterprises, to whom the company owes dues, which are outstanding as at 31 March 2023 and FY as at 31 March 2022. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined as the entire such parties have been identified on the basis of information available with the company.

**NOTE 15: CRITICAL ESTIMATES AND JUDGEMENTS**

The company presently does not have any operations and therefore no critical estimates and judgements are involved in preparation of financial statements.

**NOTE 16: SEGMENT REPORTING**

The company does not have any operations and therefore there are no reportable segments.



For Serfite Technologies Limited  
Anil Agarwal  
Company Secretary



For STL Networks Limited  
Anil Agarwal  
Authorised Signatory

STL Networks Limited

Notes to financial statements for the year ended 31 March 2022

(All amounts are in INR, hundreds, unless otherwise stated)

**NOTE 17: TRANSACTIONS WITH STRUCK OFF COMPANY**

The Company does not have any transactions with companies struck-off under section 248 of the Companies Act, 2013 or section 260 of Companies Act, 1956

**NOTE 18: FINANCIAL PERFORMANCE RATIOS**

Particulars	31 March 2021	31 March 2022	Variance	Reasons for Variance
<b>A. Performance Ratios</b>				
Net Profit ratio (i) (Profit after tax) / (Revenue from operations)	-	-	-	
Net Capital turnover ratio (ii) (Revenue from operations) / (Closing working capital)	-	-	-	
Return on Capital Employed (iii) (Profit before interest and tax) / (Closing capital employed)	-28.29%	-24.10%	-3%	Decrease in the Return on Capital Employed is on account of the increased loss during the year
Return on Equity Ratio (iv) (Profit after tax) / (Closing shareholder's equity)	-47.27%	-42.34%	5%	Increase on account of increased loss during the year
Return on Investment (v) (Earnings before interest and tax) / (Closing total assets)	-11.44%	-22.18%	-12%	Increase on account of increased loss during the year
Debt Service Coverage ratio (vi) (Profit before interest and tax) / (Closing debt service)	-	-	-	
<b>B. Leverage Ratios</b>				
Debt-Equity Ratio (Total debt) / (Total equity)	-	-	-	
<b>C. Liquidity Ratios</b>				
Current Ratio (Current assets) / (Current liabilities)	1.87	4.31	-2%	Liquidity ratio is on account of the increase in the other current liabilities of the company
<b>D. Activity Ratios</b>				
Inventory turnover ratio (Cost of goods sold) / (Closing inventory)	-	-	-	
Trade Receivables turnover ratio (Revenue from operations) / (Closing current trade receivables)	-	-	-	
Trade Payables turnover ratio (vii) (Cost of goods sold) / (Closing trade payable)	-	-	-	
*Closing capital employed = Tangible net worth - Gross debt + Deferred tax liability	2,091	3,512	-40%	The decrease in the closing capital employed is on account of the loss incurred during the year

**NOTE 19: CONTINGENT LIABILITIES**

There is no contingent liabilities outstanding as at the end of the year (31 March 2022: NIL)

**NOTE 20: ULTIMATE BENEFICIARY CLAUSE**

The company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries); or

b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

**NOTE 21: WILFUL DEFAULTER CLAUSE**

The company has not been declared wilful defaulter by any bank, financial institution, government or any government authority or any other lender.

**NOTE 22: CORPORATE SOCIAL RESPONSIBILITY**

The company is not covered under the provisions of CSR as it does not meet the applicability criteria as per 133 of Companies Act, 2013



For Sterile Technologies Limited

*Amit Deshpande*  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
*Amit Deshpande*  
Authorised Signatory



**STL Networks Limited**

Notes to financial statements for the year ended 31 March 2023  
(All amounts are in INR hundreds, unless otherwise stated)

**NOTE 2A: BENAMI TRANSACTIONS (PROHIBITION) ACT, 1988**

No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (47 of 1988) and rules made thereunder.

**NOTE 2B: CAPITAL AND OTHER COMMITMENTS**

The company does not have any contract that is remaining to be executed on capital account.

**NOTE 2C: DETAILS OF CRYPTO CURRENCY OR VIRTUAL CURRENCY**

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

**NOTE 2D: REGISTRATION OF CHARGES OR SATISFACTION WITH REGISTRAR OF COMPANIES -**

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

**NOTE 2E: COMPLIANCE WITH APPROVED SCHEME OF ARRANGEMENTS**

The company has not entered into any scheme of arrangement that are approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

**NOTE 2F: COMPLIANCE WITH NUMBER OF LAYERS OF COMPANIES**

The company has complied with the number of layers prescribed under the Companies Act, 2013, read with the Companies (Restriction of number of layers) Rules, 2017.

**Note 2G: UNDISCLOSED INCOME**

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in

**NOTE 30: EVENTS OCCURRING AFTER BALANCE SHEET DATE, ON PROPOSED DEMERGER SCHEME**

The Board of Directors of the Company at its meeting held on May 17, 2023 has considered and approved, subject to necessary approvals, a Scheme of Arrangement ("Scheme") between Starline Technologies Limited (the "Demerged Company" or "Holding Company") and STL Networks Limited (the "Company") and their respective shareholders and creditors, under Sections 230 to 237 and other applicable provisions, of the Companies Act, 2013 and the rules made thereunder.

The Scheme, inter alia, provides for the following:

- (a) Transfer by way of demerger of the Demerged Undertaking (as defined in the Scheme) comprising of Global Service Business (as defined in the Scheme) of the Demerged Company to the Company and consequent issuance of equity shares by the Company to the shareholders of the Demerged Company; and
- (b) Various other matters consequential or otherwise integrally connected therewith including the reorganisation of the share capital of the Company.

The equity shares of the Company are to be listed on BSE Limited and National Stock Exchange of India Limited (collectively, the "Stock Exchanges"), post the effectiveness of the Scheme. The shareholders of the Holding Company will be issued shares in the Company in the ratio proportion to their holding in the Holding Company. The Scheme is subject to necessary statutory and regulatory approvals, including the approval of Hon'ble National Company Law Tribunal, Mumbai Bench.

**NOTE 31: CAPITAL MANAGEMENT**

**Risk Management**

The Company's objectives when managing capital are to:

- Safeguard its ability to continue as a going concern, so that it can continue to provide returns to shareholders and benefits to other stakeholders; and
- Maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may return capital to shareholders, issue new shares or sell assets.

During the previous year Company had raised Equity through share issue.

The company has received the letter of support dated May 17, 2023 from its holding company Starline Technologies Limited for all necessary financial as well as operations support. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2023 and 31 March 2022.

**NOTE 32: FAIR VALUES**

Financial Instruments by Category	31 March 2023		31 March 2022	
	FVPL	Amortised Cost	FVPL	Amortised Cost
<b>Financial Assets</b>				
Cash and Cash Equivalents	-	4,512.81	-	4,512.81
<b>Total Financial Assets</b>	-	4,512.81	-	4,512.81
<b>Financial Liabilities</b>				
Other Financial Liabilities	-	1,280.00	-	900.00
Trade Payables	-	1,339.00	-	-
<b>Total Financial Liabilities</b>	-	2,619.00	-	900.00

Fair value of financial assets and liabilities measured at amortised cost

The carrying amounts of such financial assets and financial liabilities are considered to be the same as their fair values, due to their short term nature. These financial



For Starline Technologies Limited

**A. D. D. Patil**  
Company Secretary

*(Handwritten signature)*

For STL Networks Limited

**A. D. D. Patil**  
Authorised Signatory





STL Networks Limited  
Notes to financial statements for the year ended 31 March 2023  
(All amounts are in INR hundreds, unless otherwise stated)

NOTE 26 Previous year figures have been reclassified to conform to this year's classification.

The accompanying notes are an integral part of the financial statements

As per our report of even date

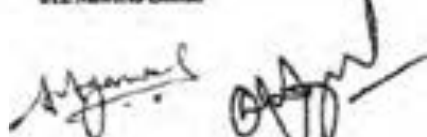
For Price Waterhouse Chartered Accountants LLP  
Firm Registration No. 0127546/N/500016



Disha Maheshwari  
Partner  
Membership Number: 110129

Place : Pune  
Date : May 17, 2023

For and on behalf of the board of directors of  
STL Networks Limited



Ashu Agarwal  
Director  
DIN: 02344292

Pankaj Agarwal  
Director  
DIN: 0099218

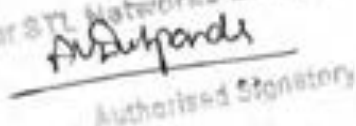
Place : Pune  
Date : May 17, 2023

For Sterlite Technologies Limited



Anil D. Deshpande  
Company Secretary

For STL Networks Limited



Anil D. Deshpande  
Authorized Signatory



000464

**STL Networks Limited**

Provisional abridged financials  
statements  
as on 30th September 2023

For Sterite Technologies Limited  
A V Dulpade  
Amit Deshpande  
Company Secretary



For STL Networks Limited  
A V Dulpade  
Authorised Signatory



STL Networks Limited  
**PROVISIONAL ABRIDGED BALANCE SHEET AS AT SEPTEMBER 30, 2023**  
 (All amounts are in INR hundreds, unless otherwise stated)

	Note	30 September 2023	31 March 2023
<b>ASSETS</b>			
<b>Current assets</b>			
Financial assets			
(i) Cash and cash equivalents	1	4,513	4,513
<b>Total Current Assets</b>		<b>4,513</b>	<b>4,513</b>
<b>Total Assets</b>		<b>4,513</b>	<b>4,513</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	2	5,000	5,000
Other Equity	3	(3,406)	(2,906)
<b>Total Equity</b>		<b>1,594</b>	<b>2,094</b>
<b>Current liabilities</b>			
Financial liabilities			
(i) Trade payables	4 A	-	-
(A) total outstanding dues of micro enterprises and small enterprises		1,580	1,080
(B) total outstanding dues of creditors other than micro enterprises and small enterprises			
(ii) Others	4 B	1,339	1,339
Other current liabilities	5	-	-
<b>Total Current Liabilities</b>		<b>2,919</b>	<b>2,419</b>
<b>Total Liabilities</b>		<b>2,919</b>	<b>2,419</b>
<b>Total Equity &amp; Liabilities</b>		<b>4,513</b>	<b>4,513</b>

The accompanying notes are an integral part of the financial statements

Ankit Agarwal  
 Digitally signed by Ankit Agarwal  
 Date: 2023.12.12 11:09:09 +05'30'

GOPAL CHANDRA RASTOGI

Ankit Agarwal  
 Director  
 DIN : 03344202

Gopal Rastogi  
 Director  
 DIN : 10302407

For Sterile Technologies Limited  
*A V Deshpande*  
 Anit Deshpande  
 Company Secretary

For STL Networks Limited  
*A V Deshpande*  
 Authorised Signatory



STL Networks Limited  
**PROVISIONAL ABRIDGED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED SEPTEMBER 30, 2023**  
 (All amounts are in INR hundreds, unless otherwise stated)

	Note	For the period ended 30 September 2023	For the year ended 31 March 2023
<b>INCOME</b>			
Revenue from Operations		-	-
Other Income		-	-
<b>Total Income (I)</b>		-	-
<b>EXPENSES</b>			
Cost of Raw Material Consumed		-	-
(Increase) / decrease in inventories of work-in-progress		-	-
Employee Benefit Expense		-	-
Other expenses	6	500	1,419
<b>Total Expense (II)</b>		<b>500</b>	<b>1,419</b>
<b>Earnings before exceptional item, interest, tax, depreciation and amortisation (EBITDA) (I)</b>		<b>(500)</b>	<b>(1,419)</b>
Depreciation and Amortisation Expense		-	-
Finance costs	7	-	-
<b>Loss before tax</b>		<b>(500)</b>	<b>(1,419)</b>
<b>Tax expense:</b>			
Current tax	8	-	-
Deferred tax		-	-
<b>Total tax expenses</b>		<b>-</b>	<b>-</b>
<b>Loss for the year / period</b>		<b>(500)</b>	<b>(1,419)</b>
<b>Earnings per equity share</b>			
<b>Basic and diluted</b>			
Computed on the basis of loss for the year / period	9	(0.01)	(0.03)

The accompanying notes are an integral part of the financial statements

Ankit Agarwal  
Digitally signed by Ankit Agarwal  
 Date: 2023.11.12  
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Ankit Agarwal  
 Director  
 DIN : 05344202



Gopal Ranegi  
 Director  
 DIN : 10302407



For Sterite Technologies Limited  
*Amit Deshpande*  
 Amit Deshpande  
 Company Secretary

For STL Networks Limited  
*Amit Deshpande*  
 Authorised Signatory



## STL Networks Limited

## PROVISIONAL ABRIDGED STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED SEPTEMBER 30, 2023

(All amounts are in INR hundreds, unless otherwise stated)

	For the period ended 30 September 2023	For the year ended 31 March 2023
<b>A. Operating Activities</b>		
Profit/(Loss) before tax	(500)	(1,419)
Adjustments to reconcile profit before tax to net cash flows:		
Interest Income	-	-
<b>Operating Profit/(Loss) before Working Capital Changes</b>	<b>(500)</b>	<b>(1,419)</b>
Working Capital Adjustments:		
Increase/(Decrease) in Trade Payables	500	-
Increase/(Decrease) in Other Financial Liability	-	1,519
Increase/(Decrease) in Other Current Liability	-	(100)
<b>Cash generated from/(used in) operations</b>	<b>-</b>	<b>-</b>
Income Taxes Paid (net of refunds)	-	-
<b>Net Cash generated from/(used in) operating activities (A)</b>	<b>-</b>	<b>-</b>
<b>B. Investing Activities</b>		
<b>Net cash generated from/(used in) operating activities (B)</b>	<b>-</b>	<b>-</b>
<b>C. Financing Activities</b>		
Proceeds of issue of equity shares	-	-
Bank charges paid	-	-
<b>Net cash inflow/(outflow) from financing activities (C)</b>	<b>-</b>	<b>-</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>-</b>	<b>-</b>
Cash and cash equivalents as at the beginning of the year (Refer note 3)	4,513	4,513
<b>Cash and cash equivalents as at the year end (Refer note 3)</b>	<b>4,513</b>	<b>4,513</b>
<b>Components of cash and cash equivalents:</b>	<b>30 September 2023</b>	<b>31 March 2023</b>
Balances with banks :	4,513	4,513
<b>Total cash and cash equivalents</b>	<b>4,513</b>	<b>4,513</b>

The accompanying notes are an integral part of the financial statements.

Ankit  
Agarwal  
Ankit Agarwal  
Director  
DIN : 03344202

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Ankit Agarwal  
Date: 2023.12.12  
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Gopal  
Rastogi  
Gopal Rastogi  
Director  
DIN : 10302407

For Sterlite Technologies Limited  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
Amit Deshpande  
Authorised Signatory



STL Networks Limited  
**PROVISIONAL ABRIDGED STATEMENT OF CHANGES IN EQUITY**  
 (All amounts are in INR hundreds, unless otherwise stated)

**A. Equity share capital**

Equity Shares of Rs. 10 each (issued, subscribed and fully paid)

At March 31, 2022

Changes in equity share capital

At March 31, 2023

Changes in equity share capital

At 30 September 2023

Note	Nos	INR
	50,000	5,000
2	-	-
	50,000	5,000
2	-	-
	50,000	5,000

**B. Other equity**

At March 31, 2022

Loss for the period

Other Comprehensive Income for the period

At March 31, 2023

Loss for the year

Other Comprehensive Income for the Year

At 30 September 2023

Reserves and surplus		INR
Retained Earnings	Total	
(1,487)	(1,487)	
(1,419)	(1,419)	
-	-	
(2,906)	(2,906)	
(500)	(500)	
-	-	
(3,406)	(3,406)	

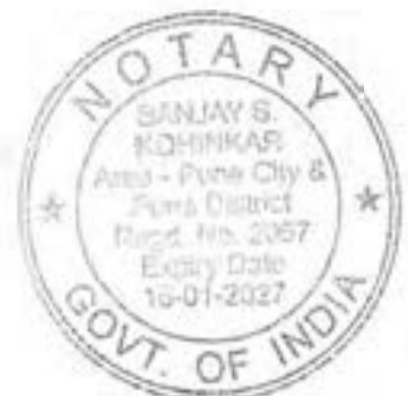
Summary of significant accounting policies

2

The accompanying notes are an integral part of the financial statements

For Starlite Technologies Limited  
*A. V. Deshpande*  
 Amit Deshpande  
 Company Secretary

For STL Networks Limited  
*A. V. Deshpande*  
 Authorised Signatory



## STL Networks Limited

Provisional abridged notes to standalone financial statements for the period ended September 30, 2023

(All amounts are in INR lakhs, unless otherwise stated)

## NOTE 1: CASH AND CASH EQUIVALENTS

	30 September 2023	31 March 2023
Balances with banks:		
In current accounts	4,513	4,513
<b>Total cash and cash equivalents</b>	<b>4,513</b>	<b>4,513</b>

## NOTE 2: SHARE CAPITAL

	30 September 2023	31 March 2023
Authorized equity share capital (50,000 equity shares of Rs.10 each)	50,000	50,000
No. of Shares	5,000	5,000
<b>Total authorized equity share capital</b>	<b>5,000</b>	<b>5,000</b>

Issued, subscribed and fully paid-up share capital

50,000 equity shares of Rs.10 each fully paid up	5,000	5,000
<b>Total issued, subscribed and fully paid-up share capital</b>	<b>5,000</b>	<b>5,000</b>

## a. Movement in equity share capital

	30 September 2023		31 March 2023	
	No.	INR in '00	No.	INR in '00
At the beginning of the year	50,000	5,000	50,000	5,000
Issued during the period	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>50,000</b>	<b>5,000</b>	<b>50,000</b>	<b>5,000</b>

## b. Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

## c. Shares of the company held by holding company

	30 September 2023		31 March 2023	
	Numbers	% holding	Numbers	% holding
Immediate holding company Sterlite Technologies Limited and its nominee shareholders	50,000	100%	50,000	100%

## d. Detail of shareholders holding more than 5% of shares in the company

	30 September 2023		31 March 2023	
	Numbers	% holding	Numbers	% holding
Sterlite Technologies Limited and its nominee shareholders	50,000	100%	50,000	100%

## e. Detail of shareholding of promoters:

Name of Promoters	No. of Shares as at 30 September 2023	No. of Shares as at 31 March 2023	% change during the period
Sterlite Technologies Limited	50,000	50,000	-

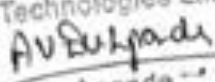
## NOTE 3: OTHER EQUITY

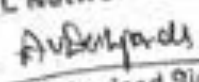
	30 September 2023	31 March 2023
Retained earnings		
Opening balance	(2,906)	(1,487)
Add: Net Loss for the period / year	(500)	(1,419)
Closing balance	(3,406)	(2,906)
<b>Total retained earnings</b>	<b>(3,406)</b>	<b>(2,906)</b>
<b>Total other equity</b>	<b>(3,406)</b>	<b>(2,906)</b>

## NOTE 4 A: TRADE PAYABLES

	30 September 2023	31 March 2023
Current		
Trade payables: micro and small enterprises	-	-
Trade payables to related parties	-	-
Trade payables: others	1,780	1,080
Others	1,589	1,089
<b>Total trade payables</b>	<b>3,369</b>	<b>2,169</b>
The above amount includes		



For Sterlite Technologies Limited  
  
 Amit Deshpande  
 Company Secretary

For STL Networks Limited  
  
 Amit Deshpande  
 Authorised Signatory



STL Networks Limited  
 Provisional abridged notes to standalone financial statements for the period ended September 30, 2023  
 (All amounts are in INR hundreds, unless otherwise stated)

**NOTE 4 B: FINANCIAL LIABILITIES - OTHERS**

Current  
 Reimbursement for Expenses Payable

30 September 2023	31 March 2023
1,329	1,329
<u>1,329</u>	<u>1,329</u>

**NOTE 5: OTHER CURRENT LIABILITIES**

Withholding taxes (TDS) payable  
 Total other current liabilities

30 September 2023	31 March 2023
(INR)	(INR)
-	-
<u>-</u>	<u>-</u>

**NOTE 6: OTHER EXPENSES**

Fees and Taxes  
 Payment to auditor (see note 8(a))  
 Total other expenses

For the period ended 30 September 2023	For the year ended 31 March 23
-	234
500	1,180
<u>500</u>	<u>1,414</u>

Note 6: Payment to auditor  
 As auditor:  
 (a) Audit fee  
 Total payment to auditor

500	1,180
<u>500</u>	<u>1,180</u>

**NOTE 7: FINANCE COST**

Bank charges  
 Total finance cost

For the period ended 30 September 2023	For the year ended 31 March 23
-	-
<u>-</u>	<u>-</u>

**NOTE 8: TAX EXPENSES**

(a) Income tax expense  
 Total losses for the current period  
 Total losses for the current period on which deferred tax asset has not been recognized

For the period ended 30 September 2023	For the year ended 31 March 23
500	1,419
(500)	(1,419)
<u>-</u>	<u>-</u>

Details of carry forward losses on which no deferred tax asset is recognized by the Company are as follows:  
 Business loss can be carried forward for period for 8 years from the year in which losses arose.

Business Loss C/F  
 Potential tax benefit

For the period ended 30 September 2023	For the year ended 31 March 23
3,426	2,906
857	731

In the current period, the company has not recognized deferred tax asset on carried forward losses as the company is not likely to generate taxable income in the foreseeable future. These unrecog tax losses can be carried forward as per the provisions of Income Tax Act, 1961.

The tax expense is computed as per the provisions of Income Tax Act, 1961. Statutory tax rate of 25.168% is applicable to the company for the financial period ended 30 September 2023. Considering loss incurred during the year tax expense for the year is Nil.

**NOTE 9: EARNINGS(LOSS) PER SHARE (EPS)**

Basic EPS amounts are calculated by dividing the profit(loss) for the year / period attributable to equity holders by the weighted average number of Equity shares outstanding during the year / period. The following tables shows the computation of basic EPS.

(a) Basic EPS  
 Loss for the year / period

For the period ended 30 September 2023	For the year ended 31 March 23
(500)	(1,419)

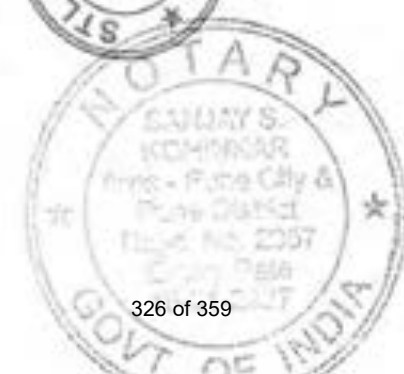
Weighted average number of equity shares in calculating basic and diluted EPS  
 Earnings per share

50,000	50,000
<u>(0.01)</u>	<u>(0.03)</u>

Basic and diluted (on nominal value of Rs. 10 per share) Rupees/share

For Sterile Technologies Limited  
 AV Dushpande  
 Anil Dushpande  
 Company Secretary

For STL Networks Limited  
 AV Dushpande  
 Authorised Signatory





**Price Waterhouse Chartered Accountants LLP**

To,  
The Board of Directors,  
Sterlite Technologies Limited  
4th Floor, Godrej Millennium,  
Koregaon Road 9, STS 12/1,  
Pune, Maharashtra - 411001

**Auditor's Certificate on compliance of the proposed accounting treatment in the Draft Scheme of Arrangement with SEBI Listing Regulations and the applicable accounting standards**

- 1) This certificate is issued in accordance with the terms of our agreement dated May 17, 2023.
- 2) We, the statutory auditors of Sterlite Technologies Limited (hereinafter referred to as "the Company" or the "Demerged Company"), have examined:
  - a) the proposed accounting treatment specified in clause 17.1 of the Draft Scheme of Arrangement between the Company and STL Networks Limited (the "Resulting Company") and their respective shareholders and creditors (the "Draft Scheme") as approved by the Board of Directors of the Company in their meeting held on May 17, 2023, in terms of the provisions of sections 230 to 232 of the Companies Act, 2013 (the "Act") with reference to its compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 (the "Master Circular") and the Operational Circular no. SEBI/HO/DDHS/DDHS\_Div1/P/CIR/2022/0000000103 dated July 29, 2022 (the "Operational Circular"), both issued by SEBI (together referred to as the "SEBI Circulars"), and the applicable accounting standards specified under Section 133 of the Act (the "applicable accounting standards") and other generally accepted accounting principles; and
  - b) the accompanying Undertaking prepared by the management of the Company, stating the reasons for non-applicability of the requirement to certify the Resulting Company's capability of payment of interest/repayment of principal of Non-convertible Debentures ("NCDs"), as per the Operational Circular (the "Undertaking").

We have initialed Clause 17.1 of the Draft Scheme in relation to Proposed Accounting Treatment and the Undertaking for identification purpose only.

**Management's Responsibility**

- 3) The responsibility for the preparation of the Draft Scheme, the Undertaking and its compliance with the Act and SEBI Listing Regulations and the SEBI Circulars, including the applicable accounting standards and other generally accepted accounting principles as aforesaid, is that of the Board of Directors of the Company.

**Auditor's Responsibility**

- 4) Pursuant to the requirements of proviso to sub-section (7) of section 230 of the Act read with the SEBI Circulars, our responsibility is to examine the Draft Scheme and the Undertaking and certify:
  - a) whether the accounting treatment contained in clause 17.1 of the Draft Scheme is in compliance with Regulation 11, 37 and 94 of the SEBI Listing Regulations and the Master Circular and the applicable accounting standards specified under Section 133 of the Act and other generally accepted accounting principles; and
  - b) the Resulting Company's capability of payment of interest/ repayment of principal of NCDs as per Operational Circular.

For Sterlite Technologies Limited  
*A. V. Dulpande* CERTIFIED TRUE COPY

Price Waterhouse Chartered Accountants LLP, 7th Floor, Tower A- Wing 1, Business Bay, Airport Road  
Yerwada, Pune - 411 006  
T: +91 (20) 41004444, F: +91 (20) 41006366

Registered office and Head office: 11-A, Vignya Digambar Marg, Bhubaneswar, State No. 2, 1st Floor, New Delhi - 110002

Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity per LLPIN AAC-9991) with effect from July 05, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/0002016 (ICAI registration number before conversion was 012754N).

For Sterlite Technologies Limited  
*A. V. Dulpande*  
Company Secretary

For STL Networks Limited  
*A. V. Dulpande*  
Authorised Signatory



## Price Waterhouse Chartered Accountants LLP

- 5) We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- 6) We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Conclusion

- 7) Based on our examination and according to the information and explanations given to us, pursuant to the requirements of proviso to sub-section (7) of section 230 of the Act read with the SEBI Circulars, we confirm that:
  - a) the accounting treatment contained in clause 17.1 of the Draft Scheme is in compliance with Regulation 11, 37 and 94 of the SEBI Listing Regulations and the Master Circular and the applicable accounting standards specified under Section 133 of the Act, and other generally accepted accounting principles; and
  - b) as mentioned in the Undertaking, there are no NCDs being transferred to or being issued by the Resulting Company pursuant to the Draft Scheme. Accordingly, the question of our commenting on the Resulting Company's capability of payment of interest/ repayment of principal of NCDs as per the Operational Circular does not arise.

### Emphasis of Matter

- 8) We draw attention to the Appointed Date (April 1, 2023, as defined in clause 4 of the Draft Scheme), which is also deemed to be the date of transfer of control as per the Ministry of Corporate Affairs (MCA) circular dated August 21, 2019. However, clause 17.1 of the Draft Scheme requires the demerger to be accounted for prospectively on the date determined as per the principles of Indian Accounting Standards (Ind AS).  
Our conclusion is not modified in respect of this matter.

### Restriction on Use

- 9) Our work was performed solely to assist you in meeting the requirements of the Act and the Master Circulars to enable the Company to file the Draft Scheme with the Stock Exchanges and the National Company Law Tribunal (NCLT). Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have as auditors of the Company or otherwise. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.

For Sterlite Technologies Limited  
*A. V. Deshpande*  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
*A. V. Deshpande*  
Authorised Signatory



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**Price Waterhouse Chartered Accountants LLP**

10) This Certificate is issued at the request of the Board of Directors of the Company to whom it is addressed, for onward submission to the Stock Exchanges and the NCLT and should not be used for any other purpose. We do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

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NEERAJ BALKRISHAN

BALKRISHAN SHARMA

SHARMA Date: 2023.05.17

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Neeraj Sharma

Partner

Membership No.: 108391

UDIN : 23108391BOTBUS1357

Place: Mumbai

Date: May 17, 2023

For Sterilita Technologies Limited  
*A. V. Deshpande*  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
*A. V. Deshpande*  
Authorized Signatory



STL

www.stl.tech

Extract of Clause 17.1 of the Scheme of Arrangement between Sterlite Technologies Limited (the "Demerged Company") and STL Networks Limited (the "Resulting Company") and their respective shareholders and creditors

#### 17.1 Accounting treatment in the books of the Demerged Company:

Notwithstanding anything to the contrary contained herein, the Demerged Company shall give effect to the demerger in its books of account in accordance with applicable accounting principles as prescribed under the Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS") as notified under Section 133 of the Act and relevant clarifications issued by the Institute of Chartered Accountants of India on the date determined under Ind AS, as follows:

- The Demerged company shall derecognise from its books of accounts, the carrying amount of assets and liabilities pertaining to the demerged undertaking transferred to and vested in the Resulting company.
- The excess of the carrying amount of assets transferred over the carrying amount of liabilities transferred shall be debited to reserves within equity.
- The Demerged Company's investment in the Resulting Company, cancelled pursuant to Clause 21 of this Scheme will be adjusted in the reserves of the Demerged Company.

#### For Sterlite Technologies Limited

ANKIT  
KUMAR  
AGARWAL

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ANKIT KUMAR  
AGARWAL  
Date: 2023.05.17  
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Ankit Agarwal  
Managing Director  
Date: 17 May 2023

NEERAJ  
BALKRISHA  
N SHARMA

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NEERAJ BALKRISHAN  
SHARMA  
Date: 2023.05.17  
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For Sterlite Technologies Limited  
*Amit Deshpande*  
Amit Deshpande  
Company Secretary

Sterlite Technologies Limited  
Registered office: 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra- 411 001, India.  
CIN - L31300PN2000PLC202428

For STL Networks Limited  
*Amit Deshpande*  
Amit Deshpande  
Authorised Signatory



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**STL**

www.stl.tech

Undertaking stating the reasons for non-applicability of the requirement to certify that the resultant entity is capable of payment of interest/repayment of principal as per SEBI circular no. SEBI/HO/DDHS/DDHS\_Div1/PCIR/2022/0000000103 dated July 29, 2022 (the "SEBI Circular")

Pursuant to Paragraph 6.1 of Part I of Chapter XII – Scheme(s) of Arrangement by entities who have listed their NCDs/ NCRPS56 of SEBI Circular, Sterlite Technologies Limited hereby confirms that the requirement to certify that the resultant entity is capable of payment of interest/repayment of principal is not applicable to the proposed Scheme of Arrangement under Section 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, between Sterlite Technologies Limited (the Demerged Company' or 'STL' or 'the Company') and STL Networks Limited (the "Resultant Company") and their respective shareholders and creditors ('Scheme' or 'the Scheme' or 'this Scheme'), as per the details given below.

Annex-XII-B of the SEBI Circular provides for the format of the statutory auditor certificate. The format, inter-alia, requires the statutory auditor to certify that the "resultant entity is capable of payment of interest/ repayment of principal".

In this connection, we hereby clarify and confirm that the non-convertible debentures (NCDs) issued by the Company (and Listed on the stock exchange) do not form part of the Demerged Undertaking under the Proposed Scheme. In other words, the same shall not be transferred to Resultant Company and shall continue with the Company. Hence, the phrase "resultant entity is capable of payment of interest/ repayment of principal" is not applicable in the present case as no Listed debt of the Company shall transfer to the Resulting Company consequent to the Scheme.

For Sterlite Technologies Limited

**ANKIT  
KUMAR  
AGARWAL**  
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by ANKIT KUMAR  
AGARWAL  
Date: 2023.05.17  
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Ankit Agarwal  
Managing Director  
Date: 17 May 2023

**NEERAJ  
BALKRISHAN  
SHARMA**

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NEERAJ BALKRISHAN  
SHARMA  
Date: 2023.05.17  
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For Sterlite Technologies Limited  
**Audulpande**  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
**Audulpande**  
Authorized Signatory

Sterlite Technologies Limited  
Registered office: 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra- 411 001, India  
CIN - L31300PN2000PLC202408



000700

**Price Waterhouse Chartered Accountants LLP**

To,  
The Board of Directors,  
STL Networks Limited  
4th Floor, Godrej Millennium,  
Koregaon Road 9, STS 12/1,  
Pune, Maharashtra - 411001

**Auditor's Certificate on compliance of the proposed accounting treatment in the Draft Scheme of Arrangement the applicable accounting standards**

- 1) This certificate is issued in accordance with the terms of our agreement dated May 17, 2023.
- 2) We, the statutory auditors of STL Networks Limited (hereinafter referred to as "the Company" or the "Resulting Company"), have examined the proposed accounting treatment specified in clause 17.2 of the Draft Scheme of Arrangement between Sterlite Technologies Limited (the "Demerged Company") and the Company and their respective shareholders and creditors (the "Draft Scheme") as approved by the Board of Directors of the Company in their meeting held on May 17, 2023, in terms of the provisions of sections 230 to 232 of the Companies Act, 2013 (the "Act") with reference to its compliance with the applicable accounting standards specified under Section 133 of the Act (the 'applicable accounting standards') and other generally accepted accounting principles. We have initialed the Clause 17.2 of the Draft Scheme for identification purpose only.

**Management's Responsibility**

- 3) The responsibility for the preparation of the Draft Scheme and its compliance with the Act, including the applicable accounting standards and other generally accepted accounting principles as aforesaid, is that of the Board of Directors of the Company.

**Auditor's Responsibility**

- 4) Pursuant to the requirements of proviso to sub-section (7) of section 230 of the Act, our responsibility is to examine the Draft Scheme and certify whether the accounting treatment contained in clause 17.2 of the Draft Scheme is in compliance with the applicable accounting standards specified under Section 133 of the Act and other generally accepted accounting principles.
- 5) We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- 6) We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Conclusion**

- 7) Based on our examination and according to the information and explanations given to us, pursuant to the requirements of proviso to sub-section (7) of section 230 of the Act, we confirm that the accounting treatment contained in clause 17.2 of the Draft Scheme is in compliance with the applicable accounting standards specified under Section 133 of the Act, and other generally accepted accounting principles.

CERTIFIED TRUE COPY  
For Sterlite Technologies Limited  
Amit Deshpande  
Amit Deshpande  
Company Secretary



Price Waterhouse Chartered Accountants LLP, 7th Floor, Tower A - Wing 1, Business Bay, Airport Road  
Yerwada, Pune - 411 006  
T: +91 (20) 43004444, F: +91 (20) 43006362

Registered office and Head office: 11-A, Vidya Dighamber Marg, Bafete Showan, Gate No.2, 1st Floor, New Delhi - 110002

Price Waterhouse & Partnership Firm converted into Price Waterhouse Chartered Accountants LLP & Limited Liability Partnership with LLP identity on 01/01/2014 with effect from July 26, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 0127546/0500216 (ICAI registration number before conversion was 0127546)

For Sterlite Technologies Limited  
Amit Deshpande  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
Amit Deshpande  
Amit Deshpande  
Authorised Signatory



### Price Waterhouse Chartered Accountants LLP

**Emphasis of Matter**

8) We draw attention to the Appointed Date (April 1, 2023, as defined in clause 4 of the Draft Scheme), which is also deemed to be the 'acquisition date' and the date of transfer of control as per the Ministry of Corporate Affairs (MCA) circular dated August 21, 2019. However, clause 17.2 of the Draft Scheme requires the accounting treatment to be carried out from the beginning of the preceding year, in accordance with the principles of Appendix C to Ind AS 103 'Business Combinations'. Our conclusion is not modified in respect of this matter.

**Restriction on Use**

- 9) Our work was performed solely to assist you in meeting the requirements of the Act to enable the Company to file the Draft Scheme with the National Company Law Tribunal (NCLT). Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have as auditors of the Company or otherwise. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.
- 10) This Certificate is issued at the request of the Board of Directors of the Company to whom it is addressed, for onward submission to the NCLT and should not be used for any other purpose. We do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016

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MAHESHWARI            DISHA MAHESHWARI  
RI                              Date: 2023.05.17  
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Disha Maheshwari  
Partner  
Membership No.: 110159  
UDIN : 23110159BQTVUX1731  
Place: Mumbai  
Date: May 17, 2023



For Steris Ambipax Limited  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
Amit Deshpande  
Authorized Signatory





Extract of Clause 17.2 of the Scheme of Arrangement between Sterlite Technologies Limited (the "Demerged Company") and STL Networks Limited (the "Resulting Company") and their respective shareholders and creditors

17.2 In the books of the Resulting Company

Notwithstanding anything to the contrary contained herein, the Transferee Company shall give effect to the demerger in its books of account by applying the principles of Appendix C to Ind AS 103, Business Combinations and other applicable accounting principles as prescribed under the Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS") as notified under Section 133 of the Act and relevant clarifications issued by the Institute of Chartered Accountants of India on the date determined in accordance with Ind AS, as follows:

- resulting company shall recognise the assets and liabilities of the demerged undertaking vested in it pursuant to this Scheme, at their respective carrying amounts as appearing in the books of the demerged company.
- The difference, if any, between the carrying amount of the net assets of the demerged undertaking acquired and the consideration issued to the shareholders of the demerged company shall be adjusted to capital reserve.
- The financial statements of the resulting company shall be restated as per the requirements of Appendix C of Ind AS 103.
- The Resulting Company's capital reduction pursuant to Clause 21 of this Scheme will be transferred to the capital reserve.

For STL Networks Limited

ANKIT KUMAR AGARWAL  
Digitally signed by ANKIT KUMAR AGARWAL, Date: 2023.05.17 18:13:58 +05'30'

Ankit Agarwal  
Director  
Date: 17 May 2023

DISHA MAHESHWARI  
Digitally signed by DISHA MAHESHWARI, Date: 2023.05.17 20:47:55 +05'30'



STL NETWORKS LIMITED  
Registered office- 4<sup>th</sup> Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune 411001, Maharashtra, India  
CIN - U72900PN2021PLC199875

For Sterlite Technologies Limited

A. Ashwade  
Company Secretary

For STL Networks Limited

A. Ashwade  
Authorised Signatory





**THIS ABRIDGED PROSPECTUS CONSISTS OF 10 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**



**STL NETWORKS LIMITED**

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

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

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

**ABRIDGED PROSPECTUS**

**This is an abridged prospectus (“Abridged Prospectus”) prepared solely in connection with the proposed Scheme of Arrangement under Section 230 To Section 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (collectively the “Act”) between Sterlite Technologies Limited (“STL” or “Demerged Company”) and STL Networks Limited (“SNL” or “Resulting Company” or “the Company”) and their respective shareholders and creditors, (hereinafter referred to as the “Scheme”). This Abridged Prospectus discloses applicable information of the unlisted company i.e., SNL, in compliance with the SEBI Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 04, 2022 (“SEBI 2022 Circular”) and SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 as amended, to the extent applicable (“SEBI Master Circular”)**

This Abridged Prospectus is prepared to comply with the requirements of Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Para 3(a) of Part I (A) of the SEBI Master Circular, setting out details in relation to the Resulting Company, and in accordance with the disclosures required to be made in the format specified for an abridged prospectus in SEBI 2022 Circular.

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

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

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

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

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

## PROMOTER OF STL NETWORKS LIMITED

Details of Offer to Public	Not Applicable
Details of Offer for Sale (“OFS”) by Promoter(s) / Promoter Group/ Other Selling Shareholders	Not Applicable
Price Band, Minimum Bid Lot & Indicative Timelines	Not Applicable
Details of Weighted Average Cost of Acquisition (“WACA”) of all shares transacted over the trailing eighteen months from the date of RHP	Not Applicable

## RISKS IN RELATION TO THE FIRST OFFER

The Company is not offering any shares through Initial Public Offer to the Public. Hence, risk(s) in relation to first offer is **Not applicable**.

## GENERAL RISKS

Investment in equity & equity-related securities involve a degree of risk. Specific attention of the readers is invited to the section titled "Risk Factors" on page 8 of this Abridged Prospectus. For taking an investment decision, investors must rely on their own examination of Sterlite Technologies Limited, STL Networks Limited and the Scheme, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does, SEBI guarantee the accuracy or adequacy of the contents of this Abridged Prospectus.

## SCHEME DETAILS, LISTING AND PROCEDURE

### Scheme Details:

The Scheme provides for the transfer by way of Demerger of the Demerged Undertaking (as defined in the Scheme) from the Demerged Company to the Resulting Company, and the consequent issue of equity shares by the Resulting Company to the shareholders of the Demerged Company in accordance with the share entitlement ratio and various other matters consequential or integrally connected therewith, including the reorganization of the share capital of the Resulting Company, pursuant to Sections 230-232 and other applicable provisions of the Act, the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, SEBI Circular No. SEBI/HO/DDHS/DDHSDiv1/P/CIR/2022/0000000103 dated July 29, 2022 and in compliance with the Income Tax Act, 1961 (“IT Act”) including Section 2(19AA) thereof.

Upon the 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”).*

Appointed Date for the Scheme means the opening of business hours on the April 1, 2023 or such other date as the NCLT may direct/ allow.

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

For further details, please refer to the Scheme.

### Listing:

Upon the Scheme becoming effective, 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”. The equity shares of the Resulting Company so allotted would be listed on the Stock Exchanges.

**Procedure:**

The procedure with respect to public issue/ offer would not be applicable as the proposed issue of shares by SNL is only to the shareholders of STL pursuant to the Scheme. Hence, the processes and procedures in respect to the Bid-cum-Application form, RHP and General Information Document, etc. are **Not Applicable**.

**PRICE INFORMATION OF BOOK RUNNING LEAD MANAGER'S**

Not Applicable

**DETAILS OF STATUTORY AUDITOR**

**Name:** Price Waterhouse Chartered Accountants LLP

**Firm Registration No. –** 012754N/N500016

**Registered Office:** Sucheta Bhawan 11A, Vishnu Digambar Marg, New Delhi, India, 110002

**Phone:** + 91 (20) 41004444

**PROMOTERS OF SNL**

SR. NO.	NAME	INDIVIDUAL/ CORPORATE	DETAILS OF CORPORATE PROMOTER
1.	Sterlite Technologies Limited	Corporate	<p>STL is a public limited company incorporated on 24 March 2000 under the provisions of the Companies Act, 1956 and having its registered office at 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune 411001, India. The corporate identification number of STL is L31300PN2000PLC202408. The equity shares of STL are listed on both BSE and the NSE. The non-convertible debentures of STL are listed on BSE. STL is a global integrator of digital networks and is primarily engaged in designing, manufacturing and marketing of a wide array of optical products and providing information technology/information technology enabled services and network services. The portfolio offerings of STL are categorized into the following business verticals:</p> <ul style="list-style-type: none"> <li>▶ Optical Networking Business (“<b>ONB</b>”);</li> <li>▶ Global Services Business (“<b>GSB</b>”); and</li> <li>▶ Digital &amp; Technology Solutions (“<b>DTS</b>”).</li> </ul> <p>As on May 17, 2023, (being the date of board approval on the Scheme) the Demerged Company holds 50,000 equity shares constituting 100% of the equity share capital of Resulting Company.</p> <p>As on 31 May 2024, the promoter and promoter group of STL hold 44.18% stake in STL.</p>

**BUSINESS OVERVIEW AND STRATEGY**

**Company overview**

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

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

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

**Product/Service Offering:** Yet to commence its business activities

**Revenue segmentation by product/service offering:** Nil

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

**Revenue segmentation by geographies:** Nil

**Key Performance Indicators:**

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

**Client Profile or Industries Served:**

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

**Revenue segmentation in terms of top 5/10 clients or Industries:** Not applicable, since the Company does not have any active business operations as on the date of this Abridged Prospectus.

**Intellectual Property, if any:** Nil

**Market Share:** Nil, since the Company does not have any active business operations as on the date of this Abridged Prospectus.

**Manufacturing plant, if any:** Nil

**Employee Strength:** Nil

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

**BOARD OF DIRECTORS\***

Sr. No.	Name	Designation (Independent / Whole time / Executive / Nominee)	Experience & Educational Qualification	Other Directorships
1	Ankit Agarwal  DIN: 03344202	Whole time director	<b>Qualification:</b>  Ankit holds a Bachelor's degree from the University of Southern California and an MBA degree from London Business School. He is a strong business development professional skilled in Management, Business Development, Sales Management, Competitive Analysis and Strategy.	<b>Indian Companies:</b> <ul style="list-style-type: none"> <li>▶ Sterlite Technologies Limited</li> <li>▶ STL Optical Tech Limited</li> <li>▶ STL Digital Limited</li> <li>▶ Twin Star Display Technologies Limited</li> </ul>

			<p><b>Experience:</b></p> <p>Ankit has an over all experience of 14 years with a demonstrated history of working in the telecommunication industry. He is currently the Managing Director of STL. Formerly, Ankit was the CEO of the Connectivity Solutions Business, which he helped expand to over 100 countries and oversaw multiple strategic acquisitions and joint ventures in Italy, Brazil and China. He led STL's launch of first-in-the-world Eco-labelled Certified Optical Products and has been instrumental in formulation of strategic partnerships with operators globally.</p> <p>Prior to STL, Ankit led the Corporate Strategy of Vedanta Resources and played a key role in Vedanta's strategic transactions including its \$8.6 billion acquisition of Cairn India, and \$2.6 billion bid for ASARCO. During his time in the Investment Banking division of Deutsche Bank (London) prior to his stint at Vedanta, he played a significant role in cross-border transactions such as Tata Steel's acquisition of Corus for US\$12 billion.</p>	<ul style="list-style-type: none"> <li>▶ Sterlite Innovative Solutions Limited</li> </ul> <p><b>Foreign Companies:</b></p> <ul style="list-style-type: none"> <li>▶ Sterlite Global Ventures (Mauritius) Ltd</li> <li>▶ STL Digital Inc., USA</li> <li>▶ PT Sterlite Technologies, Indonesia</li> </ul>
2	Praveen Cherian  DIN: 01991389	Non Executive Director	<p><b>Qualification:</b></p> <p>He is an Engineer in Electronics and Telecommunications with MBA in Sales and Marketing. He is serving on the Board of two IT Services companies in India.</p> <p><b>Experience:</b></p> <p>He has an over all experience of 27 years.</p> <p>A proven senior executive and a strong strategic thinker, Praveen has three decades of experience in handling high growth teams and business units across multiple industries. He comes with diverse experience ranging from leading large Business Units to Sales, Service Delivery, Marketing &amp; Strategy, Business Operations with both local and international exposure.</p> <p>Prior to joining STL, Praveen was most recently heading the Infrastructure Services business for IBM across India / South Asia region. He has performed various other roles including CEO of Network Solutions, Director and Head - Cloud Services Business, Practice Leader for Asia Pacific region and started his career at Wipro Infotech. He was instrumental in growing the services business of IBM and leading relationships with many of IBM's strategic clients.</p>	<p><b>Indian Companies:</b></p> <ul style="list-style-type: none"> <li>▶ Speedon Network Limited</li> <li>▶ Sterlite Telesystems Limited</li> </ul> <p><b>Foreign Companies:</b></p> <ul style="list-style-type: none"> <li>▶ NIL</li> </ul>

3	<p>Gopal Chandra Rastogi</p> <p>DIN: 10302407</p>	<p>Non-Executive Director</p>	<p><b>Qualification:</b></p> <p>Gopal has attended the Indian School of Business (ISB) at Hyderabad. He is also a qualified Chartered Accountant from the Institute of Chartered Accountants of India and a Certified Management Accountant from the Institute of Management Accountants (US).</p> <p><b>Experience:</b></p> <p>He has an over all experience of 19 years.</p> <p>Gopal has rich experience in the areas of Business Partnering, Corporate &amp; Strategic Planning, Controllership, Financial Reporting, Financial Planning &amp; Analysis, Revenue Assurance, Cash-flow Management and P&amp;L Delivery. He has partnered with Leadership team for Strategy formulation and Implementation across the organisation. Played key role in driving major business transformation. Designed Finance Next and created operational &amp; cost efficiencies resulting to stakeholders value maximisation. Orchestrated globalisation of business and set-up operations from scratch in US, the UK and Germany. Played a pivotal role in acquisition and seamless integration of multi-million dollar targets in the market of UK and Europe mainland.</p>	<p><b>Indian Companies:</b></p> <ul style="list-style-type: none"> <li>▶ Speedon Network Limited</li> <li>▶ Sterlite Innovative Solutions Limited</li> </ul> <p><b>Foreign Companies:</b></p> <ul style="list-style-type: none"> <li>▶ NIL</li> </ul>
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*\*As on the date of this Abridged Prospectus*

OBJECTS/ RATIONALE OF THE SCHEME	
<b>Rationale for demerger of the Demerged Undertaking from the Demerged Company into the Resulting Company</b>	
(i)	<p>The Global Services Business and other business verticals of the Demerged Company have been commenced and nurtured over different periods of time. They are currently at different stages of growth and maturity with each having distinct market dynamics, geographic focus, strategy, capital requirements and investor interest. The Demerged Undertakings and the Remaining Undertaking have both achieved scale and experience to sustain business independently in terms of profitability, turnover, order book, customer profile, talent, etc. Hence, segregation of the Demerged Undertaking into a separate entity would enable focused managements to explore the potential business opportunities more effectively and efficiently in the respective business;</p> <p>(a) The nature of opportunities, growth areas, risk and competition inherent in the Global Services Business is distinct from the Remaining Undertaking of the Demerged Company, since it is subject to distinct business cycle and market structure, necessitating different management approaches, focus and it is capable of attracting different set of investors, strategic partners, talent, lenders and other stakeholders.</p> <p>(b) Further growth and expansion of the Global Services Business would require a differentiated strategy aligned to its industry specific risks, market dynamics and growth trajectory. Moreover, the Global Services Business has now reached a meaningful scale and will be able to benefit by becoming independently focused company.</p> <p>(c) The Government of India's commitment to BharatNet phase three, which is a \$10 billion plus program, gives an opportunity to the Demerged Company to grow its core business, i.e. the Optical Network Business and also provides consequent opportunities for the Global Services Business.</p>

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.

For further details, please refer to the Scheme.

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

<b>Details of means of finance</b>	Not Applicable
<b>Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/ rights issues, if any, of the company in the preceding 10 years</b>	Not Applicable
<b>Name of monitoring agency, if any</b>	Not Applicable
<b>Terms of issuance of convertible security, if any</b>	Not Applicable

<b>SHAREHOLDING PATTERN (PRE-SCHEME)</b>			
<b>Sr. No.</b>	<b>Particulars</b>	<b>Number of shares of Rs. 10 Face Value</b>	<b>% of holding</b>
1.	Promoter and Promoter Group	50,000*	100%
2.	Public	-	-
	<b>Total</b>	<b>50,000</b>	<b>100%</b>

\*Includes 6 nominee shareholders who hold 6 equity shares together with STL. Beneficial interest is with STL.

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

Number/amount of equity shares proposed to be sold by selling shareholders, if any: Not Applicable

#### AUDITED FINANCIALS

The audited financial information (IND-AS) of the Resulting Company is provided below:

(₹ in hundreds other than Net asset value per share)

Particulars	FY 2023-24	FY 2022-23	FY 2021-22
Total income from operations (net)	-	-	-
Net Profit / (Loss) before tax and extraordinary items	(1,838)	(1,419)	(1,487)
Net Profit / (Loss) after tax and extraordinary items	(1,838)	(1,419)	(1,487)
Equity Share Capital	5,000	5,000	5,000
Reserves and Surplus	(4,745)	(2,906)	(1,487)
Net worth [Refer Note 1]	255	2,094	3,513
Basic earnings per share	(0.04)	(0.03)	(0.03)
Diluted earnings per share	(0.04)	(0.03)	(0.03)
Return on net worth (%) [Refer Note 2]	(720.78%)	(67.77%)	(42.33%)
Net asset value per share [Refer Note 3]	0.51	4.19	7.03

**Note 1:** Net worth comprises of equity share capital and reserves and surplus;

**Note 2:** Return on net worth = Profit/(loss) after tax/ Net worth\*100;

**Note 3:** Net asset value per share = Net Worth / Total number of shares outstanding;

**Note 4:** SNL was incorporated on 26 March 2021 and hence the first financial statements have been prepared from the date of incorporation to 31 March, 2022.

#### RISK FACTORS

The risk factors as identified by SNL are as follows:

1. The Company has been incorporated with an object to provide comprehensive telecommunication and cyber infrastructure services.
2. The completion of implementation of the Scheme is subject to receipt of various approvals, including approval from shareholders and creditors of STL and SNL, regulatory authorities and the NCLT. In the event that these approvals are not received, STL may not be able to effect the transfer of the GSB Undertaking to the Resulting Company, which will result in its inability to complete the Scheme. Further, the objects and benefits mentioned in the Scheme will not be achieved.
3. In accordance with Indian law, permission for listing and trading of Equity Shares shall be granted only after completion of issue and the allotment of the Equity Shares pursuant to the Scheme. The timelines for listing of Equity Shares may vary according to the completion of the actions as listed in the Scheme. Listing of the Equity Shares does not guarantee that a trading market for the Equity Shares would develop. Accordingly, prospective shareholders should be prepared to hold their Equity Shares for an indeterminate period of time.
4. Non-compliance with and changes in, safety, health, environmental and labour laws and other applicable regulations, may adversely affect business operations of the company.
5. The company shall face immense competition from both domestic as well as multinational corporations and inability to compete effectively may have adverse impact on the business operations of the Company.
6. Economic slow-down, recession, down-grade in credit ratings, health pandemics, natural calamities would adversely affect the business of the Resulting Company.
7. The Company's inability to effectively manage credit, market and liquidity risk may have an adverse effect on its earnings, capitalization, credit ratings and cost of funds.



8. The Resulting Company's performance and growth will be dependent on the performance of the Indian and global economy, which in turn, depends on various external factors. The Indian economy has been affected by global economic uncertainties, volatility in interest rates, currency exchange rates, commodity and various other macroeconomic factors as well as regulatory changes. Any downturn in the macroeconomic environment in India could materially and adversely affect the business, prospects, financial condition, results of operations and cash flows of the Company.
9. The Resulting Company's operations would include usage of IT systems, networks, and communications infrastructure. Any interruptions or breakdowns in such systems could impact the effectiveness of delivering services and updates to the customers. Regular upgradation of IT infrastructure is necessary, without which Company's ability to efficiently manage its business and deliver accurate information to various internal and external stakeholders could be impaired.
10. Any inability to attract and retain skilled personnel and other talented professionals or any loss of senior management or other talented professionals may adversely impact the Resulting Company's business.

### SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

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

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

\* Resulting Company does not have any subsidiaries

\*\* to the extent ascertainable

<sup>^</sup> Civil litigations and tax litigations involving amount of more than INR 7 crores are considered to be material

- B. Brief details of top 5 material outstanding litigations against the company and amount involved as on 31 March

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

- C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any
- a. STL paid Rs 1,27,440 on November 28, 2022, and Rs 1180/- on February 3, 2023 respectively, for delay in submission of intimation under regulation 57(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter alia, informing about payment of interest/redemption of Commercial Papers of the Company. However, interest payment was made to the investor as per the record date.
- D. Brief details of outstanding criminal proceedings against Promoters
- a. Station House Officer/Incharge, Police Station, Domana, Jammu (the "PS Domana") filed a first information report dated January 20, 2017 (the "FIR") registered under Sections 337 and 304A of the erstwhile Jammu and Kashmir State Ranbir Penal Code, 1932 against STL and its employees in connection with a car accident, resulting in the death of five people and injury to two people. STL filed a petition under Section 561-A of the Code of Criminal Procedure, 1973 before the High Court of Jammu and Kashmir (the "High Court") (the "Petition") against the State of Jammu and Kashmir (the "Respondent No. 1") and PS Domana seeking inter alia, quashing of the FIR. STL also filed a miscellaneous application before the High Court seeking a stay on the FIR and the investigation being conducted against our Company until the final outcome of the Petition. The matter is currently pending.
- b. STL appealed to CESTAT, Mumbai against a Commissioner's order regarding two show cause notices under the Customs and Excise Acts, contesting an INR15 crore customs fine for FY 2002-2003. CESTAT's June 17, 2005, order rejected STL's claims, leading STL to challenge it. Meanwhile, the Commissioner accused STL and others of selling duty-free imported goods domestically, violating the EOU Scheme, and sought legal action for unpaid duties and fines totaling ₹183.67 crore. STL filed a special leave petition and a civil appeal with the Supreme Court, alleging violations of justice principles, and sought settlement under the Sabka Vishvas Scheme for ₹84.33 crore in excise duties. STL settled by paying ₹39.17 crore, but the appeal over the remaining ₹15 crore is still pending.

ANY OTHER IMPORTANT INFORMATION AS PER BRLM / RESULTING COMPANY
NIL

DECLARATION BY THE COMPANY
<p>We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be have been complied with and no statement in the Abridged Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulation issued there under, as the case may be. We further certify that all statements in this Abridged Prospectus are true and correct.</p>

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

ANKIT  
KUMAR  
AGARWAL

Digitally signed  
by ANKIT KUMAR  
AGARWAL  
Date: 2024.06.07  
14:10:31 +05'30'

**Name:** Ankit Agarwal  
**Designation:** Director  
**DIN:** 03344202  
**Date:** June 7, 2024  
**Place:** Mumbai

Sterlite Technologies Limited  
Annexure V-A - Standalone balance sheet summary as on March 31, 2023

(Amount in Crores)

Balance Sheet	STL (Demerged Co) Pre Demerger	STL (Demerged Co) Post Demerger	STL Networks (Resulting Co) Pre Demerger	STL Networks (Resulting Co) Post Demerger
<b>ASSETS</b>				
Non-current assets				
Property, Plant and Equipment	1,944	1,905		39
Capital work-in-progress	55	55		-
Other Intangible assets	23	21		2
Investments	387	362		26
Loans	454	439		15
Other Non Current Assets	53	4		49
<b>Total Non-Current assets</b>	<b>2,917</b>	<b>2,786</b>	<b>-</b>	<b>131</b>
Current assets				
Inventories	410	380		30
Investments	40	40		-
Trade receivables	2,167	1,157		1,010
Cash and cash equivalents	138	88	0.05	50
Other Bank balances	57	57		-
Other Current Financial Assets	109	70		39
Contract Assets	1,377	8		1,370
Other current assets	403	229		175
Asset classified as held for sale	10	10		-
<b>Total current assets</b>	<b>4,711</b>	<b>2,038</b>	<b>0.05</b>	<b>2,673</b>
<b>Total Assets</b>	<b>7,628</b>	<b>4,824</b>	<b>0.05</b>	<b>2,804</b>
<b>EQUITY AND LIABILITIES</b>				
Equity				
Equity share capital	80	80	0.05	80
Other Equity	1,803	740	-0.02	
Capital reserve created on demerger				984
<b>Total Equity/ net-worth</b>	<b>1,883</b>	<b>820</b>	<b>0.03</b>	<b>1,063</b>
Liabilities				
Non-current liabilities				
Borrowings	678	604		74
Lease Liability (Non-current)	51	51		-
Other financial liabilities	10	6		4
Employee benefit obligations	29	29		-
Provisions	0	0		-
Deferred tax liabilities (Net)	44	44		-
<b>Total Non-Current liabilities</b>	<b>812</b>	<b>734</b>	<b>-</b>	<b>78</b>
Current liabilities				
Borrowing	2,291	1,941		350
Lease Liability (Current)	30	9		21
Trade payables	2,087	973		1,114
Other financial liabilities	225	210		16
Contract Liabilities	163	18		145
Other current liabilities	59	51	0.02	8
Employee benefit obligations	13	3		10
Provisions	66	66		-
<b>Total current liabilities</b>	<b>4,933</b>	<b>3,270</b>	<b>0.02</b>	<b>1,663</b>
<b>Total Equity and Liabilities</b>	<b>7,628</b>	<b>4,824</b>	<b>0.05</b>	<b>2,804</b>
Revenue From Operations	5,380	3,763	-	1,617
PAT	75.35	57	-0	19

Balance Sheet	STL (Demerged Co) Pre Demerger	STL (Demerged Co) Post Demerger	STL Networks (Resulting Co) Pre Demerger	STL Networks (Resulting Co) Post Demerger
	31-Mar-23	31-Mar-23	31-Mar-23	31-Mar-23
<b>ASSETS</b>				
Non-current assets				
Property, Plant and Equipment	2,854	2,807		47
Capital work-in-progress	129	129		-0
Goodwill	225	160		65
Other Intangible assets	167	128		39
Deferred tax assets (net)	77	46		31
Financial Assets				-
Investments	96	97		-0
Trade Receivables	-	-		-
Loans	3	-7		10
Other Non Current Financial Assets	11	7		4
Other Non-current assets	97	45		51
<b>Total Non-Current assets</b>	<b>3,659</b>	<b>3,412</b>		<b>247</b>
Current assets				
Inventories	832	781		51
Financial Assets				-
Investments	40	40		-
Trade receivables	1,822	783		1,039
Loans	-	-		-
Cash and cash equivalents	450	450	0	-
Other Bank balances	57	57		-
Other Current Financial Assets	118	74		43
Contract Assets	1,416	-0		1,416
Other current assets	461	274		187
Asset classified as held for sale	10	10		-
<b>Total current assets</b>	<b>5,205</b>	<b>2,468</b>	<b>0</b>	<b>2,737</b>
<b>Total Assets</b>	<b>8,864</b>	<b>5,880</b>	<b>0</b>	<b>2,984</b>
<b>EQUITY AND LIABILITIES</b>				
Equity				
Equity share capital	80	80	0	80
Other Equity	2,011	592	-0	
Capital reserve				1,343
Non-controlling interest	4	1		
<b>Total Equity</b>	<b>2,095</b>	<b>672</b>	<b>0</b>	<b>1,422</b>
Liabilities				
Non-current liabilities				
Financial Liabilities				
Borrowings	1,002	847		155
Lease Liability (Non-current)	126	123		3
Other financial liabilities	15	11		4
Employee benefit obligations	44	44		-
Provisions	0	0		-
Other non-current liabilities	-	-		-
Deferred tax liabilities (Net)	54	42		12

Total Non-Current liabilities	1,242	1,068		174
Current liabilities				
Financial Liabilities				
Borrowings	2,665	2,646		20
General Borrowing		-		-
Lease Liability (Current)	41	21		21
Trade payables	2,153	996	0	1,156
Other financial liabilities	254	239		15
Contract Liabilities	156	11		145
Other current liabilities	131	102	0	29
Employee benefit obligations	29	29		-
Provisions	66	66		-
Current tax liabilities (Net)	33	32		2
Total current liabilities	5,528	4,140	0	1,388
Total Equity and Liabilities	8,864	5,880	0	2,984
Revenue From Operations	7,020.14	5,402.87	0.00	1,617.27
PAT	126.60	107.43	0.00	19.17

SHARMA ANUJ & ASSOCIATES  
(Chartered Accountants)  
Office No.202, F-6, Lotus Tower, Vijay Block, Laxmi Nagar, Delhi-110092(India)  
Cell: 9953410368  
Ph: 011-41058227  
E-mail: anujasca@gmail.com



000759

To,

Sterlite Technologies Limited,  
4th Floor, Godrej Millennium,  
Koregaon Road 9, STS 12/1,  
Pune - 411001.

Dear Sir,

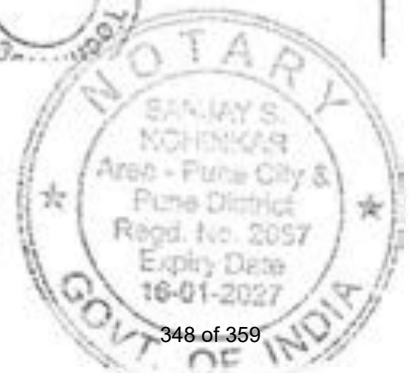
- At the request of Sterlite Technologies Limited ("STL" or "the Company") incorporated on 24<sup>th</sup> March, 2000, we have examined the attached statement of computation of pre and post scheme net worth of the Company as at March 31, 2023 ("the statement"), prepared by the Company and certified by us for identification purposes.
- It has been explained to us that as per the copy of the Draft Scheme of Arrangement for Demerger between Sterlite Technologies Limited ("Demerged Company") and STL Networks Limited ("Resulting Company") and their respective shareholders, under Sections 230-232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("Scheme"). The Appointed Date of Scheme is 1 April 2023.
- In the attached statement, the account balances (Equity Share Capital and Free Reserves) used in the computation of pre Scheme net worth of the Company as at March 31, 2023 has been traced from the audited books of accounts of the Company for the period ended March 31, 2023 made available to us and the post Scheme net worth of the Company has been computed considering the accounting treatment contained in the Scheme which is subject to National Company Law Tribunal ("NCLT") approval. As represented to us, the Scheme is proposed to be filed with the NCLT, Mumbai Bench.
- The accompanying statement is responsibility of Company's management. Our responsibility is not to verify the accuracy of the facts stated in the certificate. We conducted our examinations in accordance with the guidance notes on Audit reports and certificates for special purposes issue by the Institute of Chartered Accountants of India. Our Scope of work did not involve performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion.
- Based on the procedures mentioned in paragraph 3 above and according to the information and explanation given to us and specific representation received from the management, we certify that the pre-Scheme net worth and the post-Scheme net worth of STL (Demerged Company) as at March 31, 2023 computed in accordance with paragraph 3 above is as noted below:

(Amount in Crores)

Particulars	Pre-Scheme	Post-Scheme
Net-worth (Refer Annexure A for details)	1,875.28	811.86

For Sterlite Technologies Limited  
*Amit Deshpande*  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
*Amit Deshpande*  
Amit Deshpande  
Authorised Signatory



- 000760

6. This certificate is intended solely for the use of the management of the Company for the purpose of submission to the Stock Exchange (BSE & NSE) and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Yours Faithfully,

For Sharma Anuj & Associates  
Chartered Accountants

**ANUJ KUMAR SHARMA**  
Digitally signed by ANUJ KUMAR SHARMA  
Date: 2023.05.24  
14:11:05 +05'30'

CA Anuj Kumar Sharma  
Partner  
M No- 510358  
Date:- 24-05-2023  
Place:- New Delhi  
UDIN:- 23510358BGYHLU9556



For Sterlite Technologies Limited

*Au Dujpande*  
Company Secretary

For STL Networks Limited

*Au Dujpande*  
Authorised Signatory



## Annexure A

Statement of computation of pre scheme net worth and post scheme net worth of Sterlite Technologies Limited ("STL" or the "Company") on a Standalone basis as on March 31, 2023

A. Computation of pre scheme net worth of Sterlite Technologies Limited as on Standalone basis as on March 31, 2023

Particulars	Ref.	INR Crores
Equity Share Capital (Paid up capital)	(i)	79.72
<b>Other Equity</b>		
- Share Premium		34.35
- General Reserve		139.07
- Retained Earnings		1,645.35
- Cash Flow Hedge Reserve		-23.21
Sub total	(ii)	1,795.56
<b>Pre scheme Net worth</b>	(i+ii)	<b>1,875.28</b>

B. Computation of post scheme net worth of Sterlite Technologies Limited, on a Standalone basis as on March 31, 2023

Particulars		INR Crores
Pre scheme net worth of STL (as computed in table A above)	(i)	1,875.28
<b>Scheme Adjustments</b>		
Less: net worth of Demerged Undertaking (refer note 3)	(ii)	1,063.42
<b>Post scheme Net worth</b>	(i-ii)	<b>811.86</b>

Notes:

- For the purpose of preparation of the aforesaid Statement and to compute pre scheme net worth and post scheme provisional net worth of Sterlite Technologies Limited (STL) (as computed in table A and B above), definition of net worth as given under Section 2(57) of the Companies Act, 2013 has been used. The definition is reproduced below:  
*"Net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*
- Pre scheme net worth (as computed in table A above) has been extracted from the audited Standalone financial results of STL as at and for the period ended March 31, 2023.
- The post scheme will undergo changes on the Effective date of implementation of the scheme on account of profit/ (loss) during the intervening period (from Appointed Date April 01, 2023 to the Effective Date), other business transactions entered into by STL in the intervening period and due to accounting of the scheme as per Ind AS 103 (Business Combination) as on the effective date. The Management has considered the book value of assets and liabilities of the Demerged Undertaking of STL as on March 31, 2023 to compute post scheme net worth of STL.

For Sterlite Technologies Limited

*A. V. Deshpande*  
 Company Secretary

For STL Networks Limited

*A. V. Deshpande*  
 Authorised Signatory





**SHARMA ANUJ & ASSOCIATES**  
 (Chartered Accountants)  
 Office No.202, F-6, Lotus Tower, Vijay Block, Laxmi Nagar, Delhi-110092(India)  
 Cell: 9953410368  
 Ph: 011-41058227  
 E-mail: anujasca@gmail.com



To,  
**STL Networks Limited,**  
 4th Floor, Godrej Millennium,  
 Koregaon Road 9,  
 STS 12/1,  
 Pune - 411001

Dear Sir,

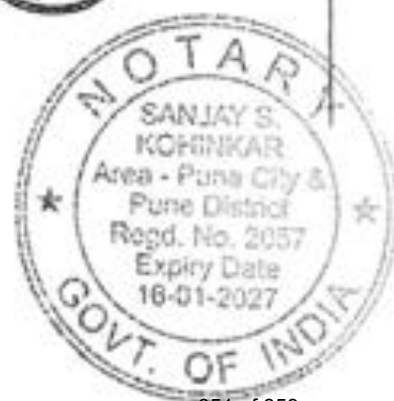
- At the request of STL Networks Limited ("Resulting Company") incorporated on 26<sup>th</sup> March, 2021, we have examined the attached statement of computation of pre and post scheme net worth of the Resulting Company as at March 31, 2023 ("the statement"), prepared by the Company and certified by us for identification purposes.
- It has been explained to us that as per the copy of the Draft Scheme of Arrangement for Demerger between Sterlite Technologies Limited ("Demerged Company") and STL Networks Limited ("Resulting Company" or "the Company") and their respective shareholders, under Sections 230-232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("Scheme"). The Appointed Date of Scheme is 1 April 2023.
- In the attached statement, the account balances (Equity Share Capital and Free Reserves) used in the computation of pre Scheme net worth of the Company as at March 31, 2023 has been traced from the audited books of accounts of the Company for the period ended March 31, 2023 made available to us and the post Scheme net worth of the Company has been computed considering the accounting treatment contained in the Scheme which is subject to National Company Law Tribunal ("NCLT") approval. As represented to us, the Scheme is proposed to be filed with the NCLT, Mumbai Bench.
- The accompanying statement is responsibility of Company's management. Our responsibility is not to verify the accuracy of the facts stated in the certificate. We conducted our examinations in accordance with the guidance notes on Audit reports and certificates for special purposes issue by the Institute of Chartered Accountants of India. Our Scope of work did not involve performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion.
- Based on the procedures mentioned in paragraph 3 above and according to the information and explanation given to us and specific representation received from the management, we certify that the pre-Scheme net worth and the post-Scheme net worth of Resulting Company as at March 31, 2023 computed in accordance with paragraph 3 above is as noted below:

(Amount in Crores)

Particulars	Pre-Scheme	Post-Scheme
Net-worth (Refer Annexure A for details)	0.02	1,063.39

For Sterlite Technologies Limited  
*Amit Deshpande*  
 Amit Deshpande  
 Company Secretary

For STL Networks Limited  
*Amit Deshpande*  
 Authorised Signatory



- 5. This certificate is intended solely for the use of the management of the Company for the purpose of submission to the Stock Exchange (BSE & NSE) and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Yours Faithfully,

For Sharma Anuj & Associates  
Chartered Accountants  
**ANUJ** Digitally signed by  
**KUMAR** ANUJ KUMAR  
**SHARMA** SHARMA  
 Date: 2023.05.24  
 14:13:40 +05'30'  
 CA Anuj Kumar Sharma  
 Partner  
 M No- 510358  
 Date:- 24-05-2023  
 Place:- New Delhi  
 UDIN:- 235103580GYHCV6605

For Sterlite Technologies Limited  
*Amit Deshpande*  
 Amit Deshpande  
 Company Secretary

For STL Networks Limited  
*Amit Deshpande*  
 Authorised Signatory



Annexure A

Statement of computation of pre scheme net worth and post scheme net worth of STL Networks Limited ("Resulting Company") on a standalone basis as at March 31, 2023

**A. Computation of pre scheme net worth of Resulting Company as on Standalone basis as on March 31, 2023**

Particulars	Ref.	INR Crores
Equity Share Capital (Paid up)	(i)	0.05
Other Equity		
- Share Premium		-
- Retained Earnings		-0.03
Sub total	(ii)	-0.03
Pre scheme net worth	(i)+(ii)	0.02

**B. Computation of post scheme net worth of Resulting Company on a Standalone basis as on March 31, 2023**

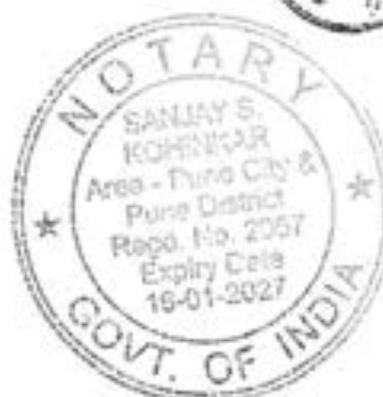
Particulars	Ref.	INR Crores
Pre scheme net worth of Resulting Company (as computed in table A)	(i)	0.02
<b>Scheme Adjustments:</b>		
Less: Cancellation of shares held by Sterlite Technologies Limited (refer note 3)	(ii)	-0.05
Add: Net worth of GSB Undertaking (refer note 4)	(iii)	1,063.42
Post scheme Net worth	(i)+(ii)-(iii)	1,063.39

**Notes:**

- For the purpose of preparation of the aforesaid Statement and to compute pre scheme net worth and post scheme net worth of Resulting Company (as computed in table A and B above), definition of net worth as given under Section 2(57) of the Companies Act, 2013 has been used. The definition is reproduced below:  
"Net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
- Pre scheme net worth (as computed in table A above) has been extracted from the Audited financial statement as at and for the period ended March 31, 2023.
- As per the proposed scheme the shares of Resulting Company held by Sterlite Technologies Limited are to be cancelled therefore the same is reduced from the post scheme net worth of Resulting Company.
- The post scheme net worth will undergo changes on the effective date of implementation of the scheme on account of profit/ (loss) during the intervening period (from Appointed Date April 01, 2023 to the Effective Date), other business transactions entered into by Resulting Company in the intervening period and due to accounting of the scheme as per Ind AS 103 (Business Combination) as on the Effective Date. The Management has considered the book value of assets and liabilities of the Demerged Undertaking of Sterlite Technologies Limited as per the financial information as on March 31, 2023 to compute post scheme net worth of the Resulting Company.

For Sterlite Technologies Limited  
A. D. Dulpande  
Amal Deshpande's  
Company Secretary

For STL Networks Limited  
A. D. Dulpande  
Authorised Signatory



# STL

**Sterlite Technologies Limited ("Demerged Company" or "STL" or "the First Applicant Company")  
List of Pending Litigations as on 31 October 2023**

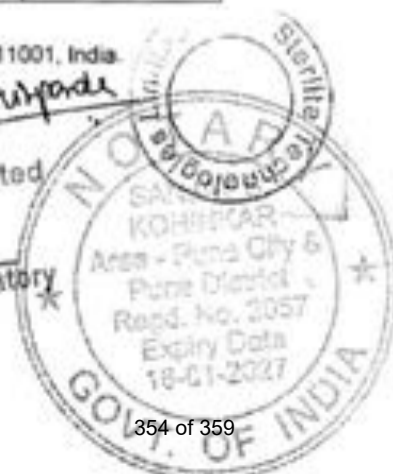
Sr. No.	Particulars	Matter	Court	Total Demand
1	STL Vs BSNL	This relates to STL's claim against BSNL of 182 Cr + interest (Total 224.96 Cr). This arises from NFS project awarded to STL in the year 2014 for building network for Defence in the State of J&K. As per the tender, the standard depth at which OFC (Optical Fibre Cable) were to be laid was 165 cm. However, there were exceptions for rocky and hard soil in the tender which BSNL has failed to recognise and made deductions for depth deviations even in rocky areas. STL's case is that the deductions were only permissible when the works were found to be of "Sub-Standard" quality and that too deduction was to be applied only to the portion of effort relating to trenching and not for total blended rate (quoted rate). STL has a strong chance of favourable outcome.	Arbitral Tribunal	INR 224.96 Crores
2	STL Vs BSNL	This relates to the STL's claim of INR 37 Cr + interest (Total INR 55 Cr) against BSNL in the NFS project as discussed at S. No. 1. above. BSNL has deducted around INR 37 Cr alleging that services for ducts laid in the common trench, shall be paid only 25% and consequently has made the above deductions on service portion, relying on a provision of RFP (Clause 77) which is totally irrelevant. That provision applies only when BSNL had provided any government duct for laying the OFC, which admittedly is not the factual position. In STL's opinion, the deduction is not permitted.	Delhi High Court	INR 55.34 Crores
3	STL Vs MTNL	This case arises out of project awarded by MTNL for supply, installation, commissioning, operation, and maintenance of Broadband Project in year 2007. STL had filed claim of 23.32 Cr + interest against MTNL for non-payment of completed project. MTNL had filed counterclaim of 144 Cr alleging that NOC (Network Operation Centre) supplied by STL was dysfunctional and the same never got rectified to their satisfaction. Contention of STL is that MTNL has filed the counter claim in counterblast of STL's petition and that the same is not sustainable. MTNL is for the first time raising such issues. Further contention of the STL is that MTNL's earlier claim, as per their various notices, was limited	Arbitral Tribunal	STL's claim: INR 23.32 plus interest and release of bank guarantees of INR 9 Crores  MTNL's counter claim 144 Crores.

**Sterlite Technologies Limited**

Registered office: 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra- 411001, India.  
CIN - L31300PN2000PLC202408

For Sterlite Technologies Limited  
*A V Deshpande*  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
*A V Deshpande*  
Authorised Signatory



Sr. No.	Particulars	Matter	Court	Total Demand
		of the STL is that MTNL's earlier claim, as per their various notices, was limited only to 26 Cr but on filing of STL's claim, MTNL has changed its goal post and fancifully raised a new issue for the first time so belatedly only to avoid STL's legitimate claim.		
4	STL Vs BSNL	The matter relates to supply, installation and commissioning of GPON equipment in BSNL Network locations in North India. STL had placed Performance Bank Guarantee (PBG) with BSNL for the said contract amounting to INR 7.7 Cr. NOC was to be commissioned at Chandigarh and Noida. As per BSNL, there were continuous functional issues with respect to the functioning of Server and other NOC related issues at Noida. BSNL demanded refund of the NOC cost paid to STL and issued notice of invocation of PBG. STL has filed counter claim of INR 11 Cr for non-payment of O&M Services.	Arbitral Tribunal	BSNL performance bank guarantee invocation is INR 7.7 Crores against penalty of Rs. 5.07 Crores.  STL Claim of operation and maintenance services is INR 11 Crores.
5	STL Vs State of Andhra Pradesh	STL was successful bidder and a System integrator in Development and implementation of Smart City solutions in Kakinada AP. STL's payments amounting to INR (approx. 34 Cr) were withheld by the KSCCL out of which 19.39 Cr has been recovered. STL has filed writ before Andhra Pradesh High court for payment of admitted amount.	Andhra Pradesh High Court	INR 5.25 Crores + INR 3.38 Crores Bank Guarantee
6	STL Vs BSNL	This relates to STL's claim of INR 115.57 Crores against BSNL under Project Varun awarded to STL in the year 2018 for supply, installation, testing and commissioning of equipment for implementation of Next Generation IP MPLS Network for Indian Navy on turnkey basis. As per the tender, built up area of civil construction for housing the equipment was to be 1,31,000 sq. ft. However, the actual area of civil construction was 1,79,334.6 sq. ft as per the approval of BSNL and Indian Navy. STL has been requesting BSNL to issue amended/additional PO for the actual constructed area and make payment for the additional work done, however, BSNL has been taking shelter under the "Adequacy Clause" given in the tender which is clearly not applicable.	Delhi High Court	INR 115.57 Crores
7	STL vs. Shinetsu Chemical Co., Ltd	This dispute, and STL's claims, arise out of STL's obligations to buy preforms on a monthly basis. STL invoked Force	Mumbai High Court	USD 3.1 Million + interest

Sterlite Technologies Limited  
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CIN - L31300PN2000PLC202408

For Sterlite Technologies Limited  
*A. D. Deshpande*  
Amit Deshpande  
Company Secretary

For STL Networks Limited  
*A. D. Deshpande*  
Authorized Signatory



STL

www.stl.tech

Sr. No.	Particulars	Matter	Court	Total Demand
		Majeure Clause on account of COVID - 19 as per the terms of the Agreement.		
8	STL Vs. West Coast Optlinks (WCO)	WCO was obligated under the Agreement to lift fixed quantities over the term at a certain price. There was a significant shortfall in lifting the committed volumes. STL had initiated Arbitration in this matter. The final award was against STL. Section 34 is filed on 4 Sep, 22.	Delhi High Court	NA
9	STL Vs BNP Paribas	Matter pertains to non-payment towards two supplies, due to defect in documents presented while negotiating LC. From July to Sept 2019 around 12 detailed hearings took place before Bombay High Court. Both the parties have concluded their arguments.	Mumbai High Court	INR 25 Crores + Interest
10.	STL V/s Aksent Tech Services Limited & Ors	The parties had entered an Agreement for the supply of OFC for MahalT tender. STL supplied the products for a total sum of Rs. 55.62 Crs. RIIL tendered cheques which were dishonoured multiple times. RIIL and Aksent signed a MOU with STL and issued fresh cheques which were dishonoured.	Esplanade Court, Mumbai	NA
11.	STL vs Indomax Multi Trades	Indomax represented to Sterlite that it could procure an order from a Dubai based Company (Pacific) for copper cables for which it had to receive commission. Out of the 20K boxes, Indomax issued purchase order for 5K boxes. The consideration towards 5K boxes was Rs. 2.08 crs. In addition, Sterlite also got a PO from Pacific for 15K boxes worth Rs. 7.65 crs. Sterlite manufactured 20K units all under the brand name of 'Indomax'. Due to issues related with Trade License of Indomax, the PO for 5K boxes was also raised by Pacific. Thereafter, Sterlite dispatched the entire 20K units of the Products to Dubai. To secure the payment towards the products supplied, Indomax issued a cheque of Rs. 72.5 lacs (total comm payable - price of products). It was observed that the LC issued by Pacific was discrepant. After all the Products were shipped and were in transit, Indomax began to evade calls for clarification with respect to the payments. Moreover, the cheque provided by Indomax was dishonoured and returned. On verification of the swift details provided by Pacific, the same were found to be forged.	Esplanade Court, Mumbai	-



*AU Deshpande*

Sterlite Technologies Limited  
Registered office: 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra- 411 001, India.  
CIN - L31300PN2000PLC202408

For Sterlite Technologies Limited  
*AU Deshpande*

Amul Deshpande  
Company Secretary



For STL Networks Limited  
*AU Deshpande*

Authorised Signatory

Sr. No.	Particulars	Matter	Court	Total Demand
12.	STL vs. ORG Informatics Limited and Ors.	Recovery of Rs. 7.82 crores (Interest @ 18% approx. 7 Crores) - from ORG towards supply of material/software. Rs. 1.03 Crores (not covered in above amount) already recovered. ORG had issued a Cheque of Rs. 7.26 Crs. & Rs. 66 Lakhs towards dues, which got dishonoured. Two complaints u/s 138 were filed in the JMFC Court Delhi. The matter was transferred to Mumbai since the complainants' bank account, with respect to the cheque in questions in the present complaint is situated at Mumbai. Bailable warrants were issued against ORG however whereabouts of accused were not traceable.	Esplanade Court, Mumbai	NA
13.	STL vs. HFCL	Infringement of STL's Patent no. IN 335369 in India. Ex-parte injunction was sought restraining HFCL from making, manufacturing, using, offering for sale, selling, exporting and importing the optical fibers covered under the STL's Patent no. IN 335369 in India.	Delhi High Court	NA
14.	STL vs. Akhil Garg, Anupam Singh and HFCL	Suit for Permanent Injunction and Damages. Breach of Confidence and Misappropriation of Confidential Information and Trade Secrets. On 03.06.22, the court granted an ex parte injunction restraining the Def's from using STL's confidential information and for appointment three local commissioners for visiting the three locations of HFCL at Goa, Hyderabad and Delhi, and conducting the commission as sought under our application.	Delhi High Court	NA
15.	STL vs. HFCL	Infringement of STL's two patents, IN 433 and IN 211 for process and apparatus for making optical fibers.	Delhi High Court	NA
16.	STL vs. ZTT India Private Limited	Infringement of STL's Patent IN 241433 and/or IN 280211. The Delhi HC ordered ex-parte interim injunction restraining ZTT from infringing STL's Patent. STL has also filed an application impleading ZTT China.	Delhi High Court	NA
17.	STL vs. Hengtong	Infringement of STL's patents, IN 280211 and IN 241433 by Hengtong group companies.	Delhi High Court	NA
18.	STL Vs BBNL	Recovery of Rs. 5.48 crores withheld by BBNL under LD & non arbitrary ED rate application on supply.	Delhi High Court	INR 5.48 Crores
19.	STL Vs. BSNL	Recovery of Rs. 1.56 crores - deducted by BSNL arbitrarily from dues to STL, wrt other old supplies. PO raised by Bhopal circle for supply of cables	Jabalpur High Court	INR 1.56 Crores
20.	STL Vs. TCIL	Recovery of Rs. 1.52 crores from TCIL for wrongful deduction form payment towards cables and equipment's	Delhi High Court	INR 1.52 Crores

Sterlite Technologies Limited  
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CIN - L31300PN2000PLC202408

For Sterlite Technologies Limited  
Anupam  
Company Secretary

Anupam  
Company Secretary



For STL Networks Limited  
Anupam  
Authorised Signatory

Anupam  
Authorised Signatory

Sr. No.	Particulars	Matter	Court	Total Demand
		supplied. Award value is Rs. 1.3 Crores. @ 9% interest		
21	STL Vs. BSNL	Recovery of Rs. 1.42 crores withheld by BSNL under fall clause in a cable supply tender. Arbitrator allowed claim of Rs. 78 lacs	Madras High Court	INR 1.42 Crores
22	STL Vs. Shinetsu Chemical Co., Ltd	Recovery by ShinEtsu for not procuring agreed quantities under the Contract at the agreed price. The Arbitrators award was released on 24 Feb 2021.	Supreme Court	USD 2.9M + interest
23	STL Vs Uoi (DoT)	STL is registered entity with DoT for IP-I registration. DoT raised a demand notice against STL for INR 8.55 Cr alleging that STL has breached the condition of IP-I registration. The allegation of DoT, based on its investigation in 2015 at one of STL's Pune facilities, is that STL has provided services to its customers (Citycom and Microscan to which the current demand notice relates and DoT has reserved its right to issue similar notices for services rendered to Bharti Airtel and Tata Teleservices), beyond the mandate of IP-I registration and it has used active equipment which is not permissible under the IP-I registration. STL's case is two-fold. One that it has not used any active equipment at all and those equipment at the site belonged to customer. And secondly, the use of active component by IP-I was permitted by 2009 clarification issued by DoT if it were to be used on behalf of the customer. In the same matter, DoT had also filed a police complaint in Pune alleging that STL has made wrongful gain and put the treasury to wrongful loss.		INR 38 Lakhs awarded to STL

For Sterlite Technologies Limited

*Amit Deshpande*

Amit Deshpande  
Company Secretary (ACS 17551)  
Date: 04 December 2023  
Place: Pune



Sterlite Technologies Limited  
Registered office: 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra- 411 001, India  
CIN - L31300PN2000PLC202408

For Sterlite Technologies Limited  
*Amit Deshpande*  
Amit Deshpande  
Company Secretary



For STL Networks Limited  
*Amit Deshpande*  
Amit Deshpande  
Authorised Signatory



**STL**

www.stl.tech

STL NETWORKS LIMITED ("RESULTING COMPANY" or "SNL" or "the Second Applicant Company")

List of Pending Litigations as on 31 October 2023

Sr. No.	Particulars	Matter	Court	Total Demand
1.	NA	NA	NA	NA

For STL Networks Limited

*Amit Deshpande*

Amit Deshpande  
 Authorized Signatory  
 Date: 04 December 2023  
 Place: Pune



For Sterlite Technologies Limited  
*Amit Deshpande*  
 Amit Deshpande  
 Company Secretary

For STL Networks Limited  
*Amit Deshpande*  
 Authorized Signatory



STL NETWORKS LIMITED

Registered office- 4<sup>th</sup> Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune 411001, Maharashtra, India  
 CIN - U72900PN2021PLC199875



STERLITE TECHNOLOGIES LIMITED

(CIN: L31300PN2000PLC202408)

Registered Office: 4<sup>th</sup> Floor, Godrej Millennium, Koregaon Road 9,  
STS 12/1, Pune - 411001 Maharashtra, India

Phone: 020-3051 4000, Fax: 020-3051 4113

E-mail: [secretarial@stl.tech](mailto:secretarial@stl.tech), Website: [www.stl.tech](http://www.stl.tech)

**NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF STERLITE TECHNOLOGIES LIMITED IN ACCORDANCE WITH THE ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH**

**MEETING:**

<b>Day</b>	Wednesday
<b>Date</b>	10 July 2024
<b>Time</b>	11:00 a.m. (IST)
<b>Mode of Meeting</b>	As per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"), the Meeting shall be conducted through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') and is deemed to take place at the registered office of the Company

<b>Sr. No.</b>	<b>INDEX</b>	<b>Pg. No.</b>
<b>1.</b>	Notice of meeting of the Unsecured Creditors of Sterlite Technologies Limited ('First Applicant Company' or 'Demerged Company') (" <b>Notice</b> ").	<b>4-11</b>
<b>2.</b>	Explanatory Statement under Section 230 to 232 of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (" <b>CAA Rules</b> ").	<b>12-34</b>
<b>3.</b>	<b>Annexure 1</b> -Polling Paper with instruction	<b>35</b>
<b>4.</b>	<b>Annexure A</b> Copy of order dated 17 April 2024 read with order dated 15 May 2024 passed by the Hon'ble NCLT (hereinafter referred to as " <b>NCLT Orders</b> ").	<b>36-64</b>
<b>5.</b>	<b>Annexure B</b> Scheme of Arrangement between Sterlite Technologies Limited (" <b>Demerged Company</b> " or " <b>Company</b> ") and STL Networks Limited (" <b>Resulting Company</b> ") and their respective Shareholders and Creditors (" <b>Scheme</b> ").	<b>65-95</b>
<b>6.</b>	<b>Annexure C</b> Report on share entitlement ratio received from SSPA & Co., Chartered Accountants.	<b>96-104</b>
<b>7.</b>	<b>Annexure D</b> Fairness Opinion of Merchant Banker on reasonableness on the share entitlement ratio.	<b>105-112</b>
<b>8.</b>	<b>Annexure E1 and E2</b>	<b>113-120</b>

	Observation Letters received from National Stock Exchange of India (NSE) Limited and BSE Limited (BSE) for the Scheme.	
<b>9.</b>	<b>Annexure F1 and F2</b> Complaint Report submitted to BSE and NSE, respectively.	<b>121-124</b>
<b>10.</b>	<b>Annexure G1 and G2</b> Compliance Report submitted by the Company to BSE and NSE, respectively.	<b>125-130</b>
<b>11.</b>	<b>Annexure H1 and H2</b> Report adopted by the Board of Directors of Sterlite Technologies Limited and STL Networks Limited, pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013.	<b>131-140</b>
<b>12.</b>	<b>Annexure I1 and I2</b> The pre and post scheme shareholding pattern (including Promoter and Promoter Group) of Sterlite Technologies Limited and STL Networks Limited.	<b>141-168</b>
<b>13.</b>	<b>Annexure J</b> Audited Statement of Accounts of Sterlite Technologies Limited as on 31 March 2023.	<b>169-266</b>
<b>14.</b>	<b>Annexure K</b> Provisional Statement of Accounts of the Sterlite Technologies Limited as on 30 September 2023.	<b>267-285</b>
<b>15.</b>	<b>Annexure L</b> Audited Statement of Accounts of STL Networks Limited as on 31 March 2023.	<b>286-314</b>
<b>16.</b>	<b>Annexure M</b> Provisional Statement of Accounts of STL Networks Limited as 30 September 2023.	<b>315-321</b>
<b>17.</b>	<b>Annexure N1 and N2</b> Certificates issued by the Auditors of the respective Companies (Demerged Company and Resulting Companies) to the effect that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013	<b>322-329</b>
<b>18.</b>	<b>Annexure O</b> Information in the format prescribed for abridged prospectus pertaining to the unlisted entities i.e. STL Networks Limited involved in the Scheme as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ <b>ICDR Regulations</b> ”)	<b>330-339</b>
<b>19.</b>	<b>Annexure P1 and P2</b> Details of assets and liabilities of Sterlite Technologies Limited and STL Networks Limited, pre and post demerger	<b>340-342</b>
<b>20.</b>	<b>Annexure Q1 and Q2</b>	<b>343-348</b>

	Pre and post demerger net worth of Sterlite Technologies Limited and STL Networks Limited	
<b>21.</b>	<b>Annexure R</b> Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken against Sterlite Technologies Limited, its promoters and directors	<b>349-354</b>

**Notice and Explanatory Statement of the meeting, issued pursuant to Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 (page nos. 02 to 37) and Annexure A to Annexure R (page nos. 38 to 357) constitute a single and complete set of documents and should be read together as they form an integral part of this document.**

**IN THE NATIONAL COMPANY LAW TRIBUNAL**

**MUMBAI BENCH, AT MUMBAI**

**C.A.(CAA)/ 24/MB-IV /2024**

In the matter of the Companies Act, 2013;

AND

In the matter of Section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder;

AND

In the matter of Scheme of Arrangement between Sterlite Technologies Limited ('Demerged Company') and STL Networks Limited ('Resulting Company') and their respective Shareholders and Creditors ('Scheme')

**Sterlite Technologies Limited**, a company )  
incorporated under the Companies Act, 1956 having its )  
Registered Office situated at 4th Floor, Godrej )  
Millennium, Koregaon Road 9, STS 12/1, Pune, )  
Maharashtra 411001, India ) ... First Applicant Company /  
CIN: L31300PN2000PLC202408 Demerged Company

**FORM NO. CAA 2**

[Pursuant to Section 230 (3) and rule 6 and 7]

**Company Application No. 24 (MB) of 2024**

**NOTICE CONVENING MEETING OF UNSECURED CREDITORS OF STERLITE TECHNOLOGIES LIMITED**

To,  
The Unsecured Creditors of Sterlite Technologies Limited

Notice is hereby given that by an order dated the 17 April 2024 and 15 May 2024 passed in the Company Scheme Application CA (CAA)/24/MB-IV/2024 ('**NCLT Orders**'), the Mumbai Bench of the National Company Law Tribunal ('**Hon'ble Tribunal**' or '**NCLT**') has directed a meeting to be held of Unsecured Creditors of Sterlite Technologies Limited ("**First Applicant Company**" or "**Demerged Company**" or "**Company**") for the purpose of considering, and, if thought fit, approving, with or without modification, the proposed Scheme of Arrangement between Sterlite Technologies Limited ('Demerged Company') and STL Networks Limited ('Resulting Company') and their respective Shareholders and Creditors ('**Scheme**') under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('Act') along with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The Scheme, if approved by the Unsecured Creditors, will be subject to the subsequent approval of the Hon'ble Tribunal and such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary.

Pursuant to the said NCLT Orders and as directed therein, further notice is hereby given that a meeting of unsecured creditors of the First Applicant Company will be held on **Wednesday, 10 July 2024 at 11:00 a.m. (IST)** ('Meeting') or any adjourned dates thereof, for the purpose of considering, and if thought fit, approving the proposed Scheme by exercising the option to convene the meeting through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in compliance with the applicable provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**') and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ("SS-2") and following the operating procedures (with requisite modifications as may be required) referred to in General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ('**MCA**'), Government of India (collectively referred to as "**MCA Circulars**"), to consider, and if thought fit, pass, with or without modification(s), the following resolution for approval of the Scheme by requisite majority as prescribed under Section 230(1) and (6) read with Section 232(1) of the Act, as amended. The Scheme, if approved by the requisite majority of equity shareholders of the Company, Section 230(6) of the Act read with the Master circular number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023, issued by the Securities and Exchange Board of India ("**SEBI**") and other applicable SEBI circulars, if any, will be subject to subsequent approval of the NCLT and such other approvals, permissions and sanctions from any other regulatory or statutory authority(ies) as may be deemed necessary.

Pursuant to the said NCLT Orders and as directed therein, the meeting of the Unsecured Creditors of the Company ("Tribunal Convened Meeting" or "Meeting") will be held on **Wednesday, 10 July 2024 at 11:00 a.m. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in

compliance with the Circulars issued by Ministry of Corporate Affairs in this regard, the applicable provisions of the Act, SS-2 and SEBI Listing Regulations, to consider, and if thought fit, pass, with or without modification(s), the following resolution for approval of the Scheme by requisite majority as prescribed under Section 230(1) and (6) read with Section 232(1) of the Act and SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June, 2023 (as amended from time to time):

### **SPECIAL BUSINESS**

**“RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013, the National Company Law Tribunal Rules, 2016, (including any statutory modification(s) or re-enactment thereof for the time being in force) various Securities and Exchange Board of India (SEBI) Regulations including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the observation letters issued by National Stock Exchange of India Limited and BSE Limited, dated 15 September 2023 and 28 September 2023, respectively and other applicable laws/regulations/rules and in accordance with relevant clauses of the Memorandum of Association and Articles of Association of the Company and subject to approval of the Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble Tribunal' or 'NCLT') and subject to such other approvals, permissions and sanctions of regulatory and other sectoral authorities, if any, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other sectoral authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the proposed Scheme of Arrangement between Sterlite Technologies Limited ('Demerged Company') and STL Networks Limited ('Resulting Company') and their respective Shareholders and Creditors (“Scheme”), placed before this meeting and initialled by the Chairman of the meeting for the purpose of identification, which inter alia envisages the Demerger of the Demerged Undertaking (as defined in the Scheme) from the Demerged Company to the Resulting Company be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

TAKE FURTHER NOTICE THAT, in compliance with the NCLT Orders and the MCA Circulars, a copy of the Scheme, the notice of this Meeting along with Explanatory Statement under sections 230(3), 232 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other annexures as stated in the Index are enclosed herewith. A copy of this Notice and the accompanying documents will be hosted on the website of the Company at <https://stl.tech/investor/> and will also be available on the website of 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.

The First Applicant Company will furnish a copy of the Notice together with a copy of the explanatory statement, Scheme and other annexures to the Notice, free of charge, upon any requisition in this regard being made by any Unsecured Creditors, to the First Applicant Company by email at [secretarial@stl.tech](mailto:secretarial@stl.tech)

The Scheme and the statement under Section 230 are annexed to this Notice and can be obtained free of charge at the Registered Office of the First Applicant Company on any day (except Saturday, Sunday and public holidays) at 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra 411001, India between 10:00 am to 5:00 p.m. up to the date of the meeting. A proceeding of the meeting shall also be made available on the website of the First Applicant Company at [www.stl.tech](http://www.stl.tech) as soon as possible.

In accordance with the said NCLT Orders the voting rights of the Unsecured creditors shall be in proportion to their outstanding amount in the Company as on 31 October 2023. Further, in accordance with the applicable regulatory provisions and the said Order, the Company shall provide Unsecured creditors with the facility of casting their vote by poll at the meeting. The Creditors may refer to the 'Notes' to this Notice for further details on voting by poll at the Meeting.

The Hon'ble Tribunal has appointed Mr. Bangalore Jayaram Arun, Independent Director (DIN: 02497125), and failing him Mr. Subramanian Madhavan, Independent Director (DIN: 06451889) of the First Applicant Company, as the Chairperson of the meeting. The above-mentioned Scheme, if approved at the meeting, will be subject to the subsequent approval of the Tribunal.

The Hon'ble Tribunal has appointed Mr. B Narasimhan, Proprietor BN & Associates (FCS-Membership No.: 1303, COP No.: 10440), Practicing Company Secretary and failing him Mr. Venkataraman K (ACS - Membership No.: 8897, COP No.: 12459), Practicing Company Secretary as the Scrutinizer of the meeting.

The facility of appointment of proxies by Unsecured Creditors will not be available for the meeting as the meeting is being held through VC/OAVM. However, a body corporate / institutional creditor which is an Unsecured Creditor of the First Applicant Company is entitled to appoint a representative for the purposes of participating and/or voting during the meeting, provided the prescribed form/authorization is filed with the First Applicant Company at [secretarial@stl.tech](mailto:secretarial@stl.tech) not later than 48 (forty eight) hours before the start of the aforesaid meeting as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

Sd/-

**Bangalore Jayaram Arun**

**Chairman appointed for the Meeting**

**DIN: 02497125**

Date: June 07, 2024

Place: Pune

Registered Office:

4th Floor, Godrej Millennium, Koregaon Road 9,

STS 12/1, Pune, Maharashtra 411001, India

**Notes:**

- (i) Pursuant to the directions of the NCLT Orders, the Meeting of the Unsecured Creditors of the Company is being conducted through VC/OAVM facility to transact the business set out in the notice convening this Meeting. The Meeting will be conducted in compliance with the provisions of the Act, SEBI Listing Regulations, read with other applicable SEBI circulars and



in compliance with the requirements prescribed by the MCA for holding general meetings through VC/OAVM. Accordingly, the meeting of the Unsecured Creditors of the Company will be convened on Wednesday, 10 July 2024 at 11:00 a.m. (IST), through VC/OAVM, for the purpose of considering, and if thought fit, approving, the Scheme of Arrangement between Sterlite Technologies Limited ('Demerged Company') and STL Networks Limited ('Resulting Company') and their respective Shareholders and Creditors.

- (ii) No route map of the venue of the Meeting is annexed hereto, since this Meeting is being held through VC / OAVM. The deemed venue for the Meeting shall be the Registered Office of the Company at 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra 411001, India.
- (iii) The Explanatory Statement pursuant to sections 230 to 232 of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in respect of the business set out above is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection by the Unsecured Creditors at the Registered Office of the First Applicant Company during normal business hours (10:00 a.m. to 5:00 p.m.) on any day (except Saturdays, Sundays and public holidays) up to the date of the meeting.
- (iv) The Company has availed the services of KFin Technologies Limited, (KFin) Registrar and Transfer Agent of the Company ('RTA'), as the authorized agency for conducting of the meeting of the Unsecured creditors through VC/OAVM. Detailed instructions for the procedure for joining the meeting through VC/OAVM are annexed to this Notice.
- (v) Unsecured creditors attending the Meeting through VC/ OAVM shall be reckoned for the purpose of quorum.
- (vi) Since this Meeting is being held pursuant to the NCLT Orders and the MCA circulars through VC/OAVM, the requirement of physical attendance of Unsecured creditors has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the Unsecured Creditors will not be available for this meeting and hence the proxy form, attendance slip and route map of the Meeting are not annexed to this Notice.
- (vii) Pursuant to Sections 112 and 113 of the Act read with Rule 10 of (Compromises, Arrangements and Amalgamations) Rules, 2016, where a body corporate is an Unsecured Creditor, authorized representatives of the body corporate may be appointed for the purpose of participation in the Meeting through VC/ OAVM facility provided an authority letter/ power of attorney/ a copy of the resolution passed by its board of directors or other governing body of such corporate authorizing such person to attend and vote at the Meeting through VC/ OAVM as its representative and certified to be a true copy by a director, the manager, the secretary, or other authorized officer of such body corporate along with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote is emailed to the Scrutinizer at [support@bnpassociates.in](mailto:support@bnpassociates.in) and to the Company at [secretarial@stl.tech](mailto:secretarial@stl.tech) not later than 48 (forty eight) hours before the time scheduled for holding the Meeting.
- (viii) The Unsecured Creditors can join the Meeting through VC/ OAVM 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- (ix) As directed in the NCLT Orders, Notice of the Meeting along with the Explanatory Statement and other documents mentioned in the Index (collectively referred to as '**Notice**') is being sent to the Unsecured Creditors of the Company as on 31 October 2023 at their email addresses registered with the Company. The Notice will be available on the Company's website at [www.stl.tech](http://www.stl.tech) and may also be accessed from the relevant section of the websites of the Stock

Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively.

- (x) The Unsecured Creditors may send their queries relating to the Scheme on or before Saturday, July 6, 2024, mentioning their name, institution/bank they represent, email id and mobile number to KFin and to the Company at [secretarial@stl.tech](mailto:secretarial@stl.tech). These queries will be addressed by the Company suitably. The Unsecured Creditors are requested to restrict their questions only to matters pertaining to the business set out in the Notice convening this Meeting.
- (xi) Unsecured Creditors are requested to carefully read all the Notes set out herein and in particular, instructions for joining the Meeting and manner of casting vote.
- (xii) **The rights of the creditors will not be affected as the assets of STL Networks Limited post sanctioning the Scheme will be sufficient to pay off all the creditors in the ordinary course of business.**
- (xiii) Unsecured Creditor who have not registered their e-mail address and if they have not received the notice, may send an e-mail request to [secretarial@stl.tech](mailto:secretarial@stl.tech) along with scanned copy of the signed request letter providing the e-mail address, mobile number and self-attested PAN copy for sending the Notice of meeting.
- (xiv) **VOTING BY UNSECURED CREDITORS**
  - (a) Only such Unsecured Creditors of the Company may attend and vote by poll whose names appear in the Chartered Accountant's certificate dated 13 December 2023 certifying the list of Unsecured Creditors of the Applicant Company as on 31 October 2023, as had been filed with the Tribunal in Company Scheme Application No. 24 of 2024. A person/entity who is not an Unsecured Creditor on such date should treat the notice for information purpose only and shall not be entitled to vote.
  - (b) As directed in the NCLT Orders, the Company shall provide the Unsecured Creditors with the facility of casting their vote by poll.
  - (c) The voting rights of the Unsecured creditors shall be in proportion to their outstanding amount in the Company as on 31 October 2023.
  - (d) In terms of the directions contained in the NCLT Orders, Mr. B Narasimhan, Proprietor BN & Associates (FCS - Membership No.: 1303, COP No.: 10440), Practicing Company Secretary and failing him Mr. Venkataraman K (ACS - Membership No.: 8897, COP No.: 12459), Practicing Company Secretary, are appointed as the Scrutinizer to scrutinize votes cast through poll in a fair and transparent manner.
  - (e) The Notice convening the Meeting will be published through an advertisement in the 'Financial Express' in English language and 'Loksatta' in the Marathi language, both having circulation in Maharashtra.
  - (f) **INSTRUCTIONS FOR POLL**
    - (i) The Unsecured Creditors are requested to cast their vote on the enclosed Polling Paper (attached herewith **Annexure 1**) to the Notice and return the scan copy of the duly completed Polling Paper with assent (FOR) or dissent (AGAINST), from their registered email IDs to the Scrutinizer at [support@bnpassociates.in](mailto:support@bnpassociates.in) with a copy to the Company at [secretarial@stl.tech](mailto:secretarial@stl.tech) before the conclusion of the meeting.

- (ii) No other mode for sending the Polling Paper is permitted.
- (iii) In case of Unsecured Creditors are companies, trusts, societies, etc. the duly completed Polling Paper should be accompanied by certified true copy of the Board Resolution/Authority Letter.
- (iv) The Scrutinizer shall make a consolidated Scrutinizer's report of the total votes cast, valid votes, votes in favour and against the resolution including the details of invalid polling papers and votes comprised therein and submit the same to the Chairman of the Meeting, who shall countersign the same.
- (v) The result of the voting shall be announced by the Chairman of the Meeting or a person authorized by him in writing upon receipt of the Scrutinizer's Report. The result of the Meeting shall be submitted to NCLT by the Chairman of the Meeting in the prescribed form along with the Scrutinizer's Report within 7 (seven) days of the conclusion of the aforesaid meeting and the same shall be displayed at the Registered Office of the First Applicant Company and its website viz. [www.stl.tech](http://www.stl.tech).
- (vi) Subject to the receipt of requisite majority (being majority of persons representing three-fourths in value of the unsecured creditors), the resolution shall be deemed to be passed on the date of the Meeting i.e. on 10 July 2024.

(xv) **PROCEDURE FOR JOINING THE MEETING THROUGH VC / OAVM:**

The Company will provide VC / OAVM facility to its Unsecured creditors for participating at the Meeting.

- a) Unsecured creditors will be able to attend the Meeting through VC / OAVM by using their login credentials provided in the accompanying e-mail communication.

Unsecured creditors are requested to follow the procedure given below:

- (i) Launch internet browser by typing / clicking on the following link <https://emeetings.kfintech.com>
  - (ii) Click on "Unsecured Creditors CLICK HERE" button.
  - (iii) Enter the login credentials (i.e., User ID and password provided in the accompanying e-mail communication) and click on "Login".
  - (iv) Upon logging-in, you will enter the Meeting Room.
- b) Unsecured creditors who do not have or who have forgotten their User ID and Password, may obtain / generate / retrieve the same, for attending the Meeting, by following the procedure given at point (g) below.
  - c) Unsecured Creditors will be allowed to attend the Meeting through VC/OAVM on first come, first served basis.
  - d) Institutional / Corporate Unsecured creditors (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to [secretarial@stl.tech](mailto:secretarial@stl.tech). Such authorisation should contain necessary authority in favour of its authorised representative(s) to attend the Meeting.

- e) Unsecured creditors who need assistance before or during the Meeting, can contact KFin on [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFin's toll free No. 1-800-309-4001 for any further clarifications (from 10:00 a.m. (IST) to 5:00 p.m.) on all working days). Kindly quote your name and Permanent Account Number (PAN) in all your communications.
- f) Unsecured creditors whose e-mail address is not registered with the Company may obtain the same from the Company in the manner as mentioned below:
  - i. Unsecured creditor may send e-mail request to [secretarial@stl.tech](mailto:secretarial@stl.tech) or a written request by post / courier / hand delivery to the Company at its registered address. Such Unsecured creditors are requested to provide their name, Permanent Account Number (PAN), amount outstanding and e-mail address along with the request.
  - ii. The Company after due verification of the request, will send the User ID and password.

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH, AT MUMBAI**

**C.A.(CAA)/ 24/MB-IV /2024**

In the matter of the Companies Act, 2013;

AND

In the matter of Section 230 to 232 of the Companies Act,  
2013 and other applicable provisions of the Companies Act,  
2013 and Rules framed thereunder;

AND

In the matter of Scheme of Arrangement between Sterlite  
Technologies Limited ('Demerged Company') and STL  
Networks Limited ('Resulting Company') and their  
respective Shareholders and Creditors ('Scheme')

**Sterlite Technologies Limited**, a company )  
incorporated under the Companies Act, 1956 having its )  
Registered Office situated at 4th Floor, Godrej )  
Millennium, Koregaon Road 9, STS 12/1, Pune, )  
Maharashtra 411001, India ) ... First Applicant Company /  
CIN: L31300PN2000PLC202408 Demerged Company

**EXPLANATORY STATEMENT TO THE NOTICE OF THE MEETING OF UNSECURED CREDITORS OF APPLICANT COMPANY UNDER SECTION 102 AND 230 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016**

- (i) This is a statement accompanying the Notice convening the meeting of the Unsecured Creditors of the First Applicant Company, pursuant to the Order dated 17 April 2024 and Order dated 15 May 2024 ('Orders'/ 'NCLT Orders') passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble Tribunal'/ 'NCLT') in the Company Scheme Application CA (CAA)/24/MB-IV/2024. A meeting is being called, convened and conducted through video conferencing ('VC')/ other audio visual means ('OAVM') on **Wednesday, 10 July 2024 at 11:00 a.m.** (IST) for the purpose of considering, and if thought fit, approving the proposed Scheme of Arrangement between Sterlite Technologies Limited ('Demerged Company'/ 'First Applicant Company') and STL Networks Limited ('Resulting Company'/ 'Second Applicant Company') and their respective Shareholders and Creditors ('Scheme') appended hereto as ANNEXURE "A". The First Applicant Company and the Second Applicant Company are hereinafter also where the context admits, collectively referred to as the "Applicant Companies". The Scheme, provides for inter-alia: (a) demerger of the Demerged Undertaking (as defined hereinafter) of the Demerged

Company into the Resulting Company on a going concern basis (“Demerger”) and the consequent issuance of Unsecured Creditors by the Resulting Company to the shareholders of the Demerged Company; and (b) various other matters consequential or integrally connected therewith, including the reorganisation of the share capital of the Resulting Company, pursuant to the provisions of Sections 230-232 and other applicable provisions of the Act and the SEBI Scheme Circulars.

(ii) **Background of Sterlite Technologies Limited** (First Applicant Company/ Demerged Company) is as under:

- A. Sterlite Technologies Limited bearing CIN: L31300PN2000PLC202408, PAN: AAEC8719B, was originally incorporated as a Private Limited Company, under the Companies Act, 1956 under the name and style of Sterlite Telecom Systems Limited, on 24 March 2000. Subsequently, its name was changed to ‘Sterlite Optical Technologies Limited’ and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies (RoC), Mumbai, Maharashtra, on 21 August 2000. Again, its name was changed to ‘Sterlite Technologies Limited’ and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies (RoC), Mumbai, Maharashtra, on 25 August 2007.
- B. The equity shares of the First Applicant Company are listed on BSE and NSE.
- C. The Registered office of the First Applicant Company is situated at 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra 411001, India and the email address is [secretarial@stl.tech](mailto:secretarial@stl.tech).
- D. The Authorised, Issued, Subscribed and paid-up Share Capital of First Applicant Company as on 30 September 2023 is as under:

Particulars	Amount in Rs
<b>Authorized Share Capital</b>	
75,00,00,000 Equity shares of Rs. 2/- each	150,00,00,000
<b>Total</b>	<b>150,00,00,000</b>
<b>Issued, Subscribed and Paid-up</b>	
39,90,06,502 Equity Shares of Rs. 2/- each, fully paid up	79,80,13,004
<b>Total</b>	<b>79,80,13,004</b>

Subsequent to 30 September 2023, the First Applicant Company has issued 1,45,934 shares of Rs. 2 each against exercise of ESOP options by eligible employees. Further, the First Applicant Company has issued 8,84,56,435 Equity Shares of face value ₹2 each to eligible Qualified Institutional Buyers on 12 April 2024. Subsequently the updated issued, subscribed and paid-up Share Capital of the First Applicant Company is as follows.

<b>Particulars</b>	<b>Amount in Rs</b>
<b>Authorized Share Capital</b>	
75,00,00,000 Equity shares of Rs. 2/- each	150,00,00,000
<b>Total</b>	<b>150,00,00,000</b>
<b>Issued, Subscribed and Paid-up</b>	
48,76,08,871 Equity Shares of Rs. 2/- each, fully paid up	97,52,17,742
<b>Total</b>	<b>97,52,17,742</b>

Subsequent to the above changes, there has been no change in authorised, issued, subscribed and paid up share capital of First Applicant Company.

E. The main object of the First Applicant Company is set out in the Memorandum of Association as under:

1. To carry on the business of manufacture, trade, sale, import, export or otherwise deal in all kinds, classes and varieties of telecommunication cables, jelly filled cables, dry core cables, coaxiable cables, optical fiber cables, switch boards cables, optical fibers, jumper wires, telephone handset cords, electrical wires and other suitable alike cables and wires, telegraph, wireless, telephone and telecommunications company and for this purpose to establish, operate, maintain, manage, work, repair telephone exchanges, public switched telephone network cables communication station, radio and television receiving stations, satellites, telecommunications network, to install sell, hire, license, lease telephones or any other instruments, appliances, apparatus used for transmission or reception of messages, signs and signals.
2. To carry on the business of manufacture, design, developments, engineering, marketing, import and export, purchase, sales transfer, lease, maintain, repair, operation, transmission, consultancy, management contracting, execution, technical and educational services, licensing, franchising, distribution, agency or otherwise deal in hardware & software including intellectual property, computing and processing machines, systems, processes, equipment's, apparatus, appliances, and others articles whether electronic, electric, mechanical, digital, telephonic, satellite, wireless or otherwise relating to telecommunication, information technology, informatics and allied activities.
3. To carry on the business of Internet Services Provider and other value-added services, set-up Telecom Infrastructure for Broadband Networks, Telecom Bandwidth buying and reselling, providing ASP's (Application Software Package) for E-Commerce B2B, B2C Application, carry out E-Commerce activities, franchise operations for Telecom / Internet Services Providers and similar activities.

F. There has been no change in the objects clause of the First Applicant Company during the last five years.

G. The First Applicant Company is currently engaged in the in the following businesses:

- a. Optical Networking - the division of the Demerged Company engaged in manufacture and sale of optical fibre, optical fibre 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”).

(iii) **Background of STL Networks Limited** (Second Applicant Company /Resulting Company) is as under:

- A. STL Networks Limited bearing CIN U72900PN2021PLC199875 was incorporated as a public limited company, under the Companies Act, 2013 under the name and style of STL Networks Limited, on the 26 March 2021.
- B. The Registered Office of the Second Applicant Company is situated at 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra 411001, India.
- C. The Authorised, Issued, Subscribed and paid-up Share Capital of the Second Applicant Company as on 30 September 2023 is as under:

Particulars	Amount in Rs
<b>Authorized Share Capital</b>	
50,000 Equity shares of Rs. 10/- each	5,00,000
<b>Total</b>	<b>5,00,000</b>
<b>Issued, Subscribed and Paid-up</b>	
50,000 Equity Shares of Rs. 10/- each, fully paid up	5,00,000
<b>Total</b>	<b>5,00,000</b>

Subsequent to the above date, there has been no change in authorised, issued, subscribed and paid up share capital of Second Applicant Company.

- D. The main objects specified in the Memorandum of Association of the Second Applicant Company is as follows:
  1. To carry on 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 centre design engineering and end-to-end cyber infrastructure.

2. To carry on the business of manufacture, design, developments, engineering, marketing, import and export, purchase, sales transfer, lease, maintain, repair, operation, transmission, consultancy, management contracting, execution, technical and educational services, licensing, franchising, distribution, agency or otherwise deal in hardware & software including intellectual property, computing and processing machines, systems, processes, equipments, apparatus, appliances, and others articles whether electronic, electric, mechanical, digital, telephonic, satellite, wireless or otherwise relating to telecommunication, information technology, informatics and allied activities.
3. To carry on the business of manufacture, trade, sale, import, export or otherwise deal in all kinds, classes and varieties of telecommunication cables, jelly filled cables, dry core cables, coaxial cables, optical fiber cables, switch boards cables, optical fibers, jumper wires, telephone handset cords, electrical wires and other suitable alike cables and wires, telegraph, wireless, telephone and telecommunications company and for this purpose to establish, operate, maintain, manage, work, repair telephone exchanges, public switched telephone network cables communication station, radio and television receiving stations, satellites, telecommunications network, to install sell, hire, license, lease telephones or any other instruments, appliances, apparatus used for transmission or reception of messages, signs and signals.”

- E. There has been no change in the objects clause of Resulting Company during the last five years.
- F. The Second Applicant 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 centre design engineering and end-to-end cyber infrastructure.

(iv) **Rationale of the Scheme:**

1. 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.

2. 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.

3. Pursuant to the Scheme, all the shareholders of Demerged Company will get new shares in the Resulting 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.

(v) **Brief background and salient features of the Scheme**

1. This Scheme is a Scheme of Arrangement between Sterlite Technologies Limited ('Demerged Company') and STL Networks Limited ('Resulting Company') and their respective Shareholders and Creditors under section 230-232 and other applicable provisions of the Companies Act, 2013.

2. In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meanings:

- **"Appointed Date"** means the opening of business hours on the April 1, 2023 or such other date as the NCLT may direct/ allow.
- **"Demerged Undertaking"** means the business, undertaking, and properties, of the Demerged Company of whatsoever nature and kind and wheresoever situated, in each

case, forming part of or necessary or advisable for the conduct of, or the activities or operations of, the Global Services Business on a going concern basis and shall mean and include (without limitation):

- a) all immovable properties (list of such immovable properties pertaining to the Global Services Business is more particularly set-out in Schedule I hereto) and rights thereto i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold, leave and licensed, right of way, tenancies or otherwise) including roads, drains, civil works, foundations for civil works, buildings, offices, etc., which immovable properties exclusively or predominantly form part of the Global Services Business or which are determined by the Board as being necessary for conduct of, or the activities or operations of, the Global Services Business and all documents (including deeds or receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest, benefits and interests of agreements for lease or license or other rights to use of premises, in connection with the said immovable properties;
- b) all assets, as are movable in nature and which exclusively or predominantly form part of the Global Services Business, whether present or future, tangible or intangible, in possession or not, corporeal or incorporeal, in each case, wherever situated (including plant and machinery, capital work in progress, furniture, fixtures, fixed assets, contingent assets, computers, air conditioners, appliances, accessories, office equipment, communication facilities, installations, vehicles, inventories, stock in trade, stores and spares, packing material, raw material, tools and plants) actionable claims, earnest monies, security deposits paid or deemed to have been paid and sundry debtors, prepaid expenses, bills of exchange, promissory notes, financial assets, investment and shares in entities/ branches/ offices undertaking the Global Services Business in India or overseas, outstanding loans and advances, recoverable in cash or in kind or for value to be received, receivables, funds, cash and bank balances and deposits including accrued interest thereto with any Appropriate Authority, banks, customers and other persons, the benefits of any bank guarantees and performance guarantees;
- c) all permits, licenses, permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, pre-qualifications, eligibility criterion, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, tax deferrals, incentives, (including but not limited to benefits of all tax holiday, tax relief including under the Income Tax Act, 1961 such as brought forward accumulated tax losses, unabsorbed depreciation, etc.), tax related assets and credits including but not limited to GST input credits, CENVAT credits, advance tax, tax deducted at source, exemptions and other benefits (in each case including the benefit of any applications made for the same), relatable to the Global Services Business, if any, liberties and advantages, approval for commissioning of project and other licenses or clearances granted/ issued/ given by any Appropriate Authority, organizations or companies necessary for conduct of, or the activities or operations of, the Global Services Business or in connection therewith including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that which exclusively or predominantly form part of the Global Services Business;
- d) all contracts, agreements, request for proposals, purchase orders/ service orders, operation and maintenance contracts, memoranda of understandings, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, bids, tenders, approved tenders, ongoing participated tenders, open tenders, open order books, tariff policies, expressions of interest, letters of intent, hire and purchase arrangements, procurement agreements, services agreements, lease/ license agreements, tenancy rights, agreements/ panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/ manufacturer of goods/ service providers, other arrangements,

undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether vested or potential and written, oral or otherwise and all rights, title, interests, claims and benefits thereunder which exclusively or predominantly form part of the Global Services Business;

- e) all rights to use and avail telephones, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by the Demerged Company which exclusively or predominantly form part of the Global Services Business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Demerged Company which exclusively or predominantly form part of the Global Services Business;
- f) Demerged Undertaking Liabilities;
- g) Demerged Undertaking IP;
- h) all books, records, files, papers, engineering and process information, records of standard operating procedures, computer programmes along with their licenses, drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records whether in physical or electronic form, in connection with or relating to the Global Services Business of the Demerged Company;
- i) Transferred Employees;
- j) Investment in subsidiaries, joint ventures, associates, branches etc in India, UK, or any such jurisdiction whether existing or which would come into existence either prior to or after the Appointed Date for carrying on the Global Services Business whether in India or outside;
- k) Right to use the work experience, qualifications, capabilities, legacies and track record with national & international customers/companies, government / non – government agencies / bodies, contracts with clients and with vendors, (including technical parameters, past performance, track record, financial credentials such as profitability, turnover, net-worth, financials, Incorporation History, etc.) of the Demerged Company pertaining to GSB, acquired by reason of the completion of various projects and works, certificates of completion of projects or works issued by the clients and the right to use all these past credentials for qualifying for any tender or project in the future.

It is clarified that any question that may arise as to whether a specific asset (tangible or intangible) or any liability pertains or does not pertain to the Global Services Business or whether it arises out of the activities or operations of the Global Services Business or not, shall be decided by the Board of the Demerged Company or any committee thereof empowered by the Board.

- **“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.
- **“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 Demerged Company, who shall be entitled to receive Resulting Company Equity Shares of the Resulting Company upon coming into effect of this Scheme as specified in Clause 16 of this Scheme.

(vi) **Consideration**

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”).*

The shares issued by the Resulting Company pursuant to Clause 16 of the Scheme are referred to as “**Resulting Company Equity Shares**”.

Details of the assets and liabilities of each of the Resulting Company and the Demerged Company, pre and post demerger are annexed hereto as ‘**Annexure P1**’ and ‘**Annexure P2**’.

**THE FEATURES SET OUT ABOVE BEING ONLY THE MATERIAL PROVISIONS OF THE SCHEME, THE UNSECURED CREDITORS OF THE FIRST APPLICANT COMPANY ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME OF ARRANGEMENT TO GET THEMSELVES FULLY ACQUAINTED WITH THE PROVISIONS THEREOF.**

**1. Board Meeting, Valuation Report & Basis of Valuation Report**

The Scheme was placed before the Board of Directors of the First Applicant Company on 17 May 2023, wherein the report on Share Entitlement Ratio issued by SSPA & Co., Chartered Accountants (IBBI Registration No. IBBI/RV/06/2018/10092), Registered Valuer, was also placed before the Board.

**2. Submissions, Approvals and Other Information**

- The First Applicant Company had made a joint application along with the Second Applicant Company with the National Company Law Tribunal, Mumbai Bench for the sanction of the Scheme under Sections 230 to 232 of the Companies Act, 2013 and is subject to approval of the NCLT.
- The draft Scheme was placed before the Audit Committee of the First Applicant Company at its meeting held on 16 May 2023. On the basis of its evaluation and independent judgement and consideration of the draft Scheme, Report on share entitlement Ratio received from SSPA & Co., Chartered Accountants (enclosed herewith as ‘**Annexure C**’), Fairness Opinion on the share entitlement Ratio received from RBSA Capital Advisors Limited on 16 May 2023 (enclosed herewith as ‘**Annexure D**’), draft certificate from the Statutory Auditors of the

Company on the Accounting treatment in the scheme, the Audit Committee recommended the Scheme to the Board of Directors of the First Applicant Company.

- Sterlite Technologies Limited, a listed public limited company, in compliance with the applicable SEBI Circulars, presented the draft Scheme, along with all requisite information and documents to BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'), for obtaining necessary approval from the Securities and Exchange Board of India ("SEBI") through BSE & NSE. The approval in form of the Observation letter dated 28 September 2023 and 15 September 2023 received from BSE & NSE, respectively, are enclosed herewith as '**Annexure E1 & E2**'.
- As required by the SEBI Circular, the First Applicant Company has filed the Complaint Report with BSE and NSE on 28 June 2023 and 18 July 2023, respectively. The report indicate that the First Applicant Company received NIL complaints. Copies of the aforementioned Complaint Report submitted to BSE & NSE respectively are enclosed as '**Annexure F1**' and '**Annexure F2**' to this Notice.
- Compliance Report submitted to BSE and NSE, respectively, by Sterlite Technologies Limited are enclosed as '**Annexure G1**' and '**Annexure G2**'.
- Report by the Board of Directors of Sterlite Technologies Limited and STL Networks Limited, pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013 are enclosed as '**Annexure H1**' and '**Annexure H2**'.
- As per comments contained in the above Observation Letters, details of ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken against Sterlite Technologies Limited, its promoters and directors are attached as '**Annexure R**'.

### 3. Directors, Promoters and Key Managerial Personnel ("KMP")

- a. There are KMPs in the First Applicant Company. There are no KMPs in the Second Applicant Company.
- b. None of the Directors or the KMPs of the First and Second Applicant Company and their relatives have any material concern or interest, financial and / or otherwise in the Scheme except to the extent of their shareholding in the Applicant Companies.
- c. The details of the present Directors of all Applicant Companies are as follows:

#### List of directors of Sterlite Technologies Limited

S. No.	DIN	Name of the Director	Address	Equity share (nos.)	Shareholding (%)
1.	06487248	Kumud Madhok Srinivasan	255, SW Alderidge Dr, Portland, OR 97225	-	-
2.	00182187	Bangalore Jayaram Arun	202, Purva Grande 49 Lavelle Road Bangalore - 560001	-	-

3.	03344202	Ankit Agarwal	117, Koregaon Park, South main road, Lane No. 4, Pune-411001, Maharashtra	8,38,676	0.17
4.	06451889	Subramanian Madhavan	D 1063 NFC, New Delhi- 110025	3000	0.00
5.	00022096	Pravin Agarwal	117, Koregaon Park, Pune - 411001	50,000	0.01
6.	00116303	Sandip Das	909A, The Magnolias, DLF Golf Link Apartments, DLF Phase V, Golf Course Road, Gurgaon , Haryana 122009, India	-	-
7.	00010883	Anil Kumar Agarwal	Flat 2 42 Hill Street London W1J5NU GB	-	-
8.	08567907	Venkatesh Murthy	C-301, Gurdev Complex, Phase-3, Sayli Road, Dadra Nagar Haveli, Silvasa-396230	59,461	0.01
9.	08333492	Ms. Amrita Gangotra	A-118-E Sector 35, Noida 201301	-	-

**List of directors of STL Networks Limited**

S. NO.	DIN	Name of the Director	Address	Equity Share (Nos.)	Shareholding (%)
1	03344202	Ankit Agarwal	C-301, Gurdev Complex, Phase-3, Sayli Road, Dadra Nagar Haveli, Silvasa- 396230	-	-
2	10302407	Gopal Chandra Rastogi	Apartment No-1001, 10th Floor, Block No-B1, The Residences Uniworld	-	-

			Resorts, Narsinghpur, Gurgaon, ,12 2004, Haryana		
3	01991389	Praveen Cherian	1B, Eastwood Layout,Harlur Road, Bengaluru- 560102	-	-

d. Lists of Shareholders of Sterlite Technologies Limited is as follows:

Sr. No.	Name of Shareholder	Address	No. of Equity Shares held in the First Applicant Company
A.	<b>Promoter &amp; Promoter Group:</b>		
1.	Jyoti Agarwal	117, Koregaon Park, South main road, Lane No. 4, Pune-411001, Maharashtra	11,500
2.	Navin Kumar Agarwal	Soham, 8/738, Behramji Gamadia Road, Mumbai-400026	2,86,945
3.	Pravin Agarwal	117, Koregaon Park, South main road, Lane No. 4, Pune-411001, Maharashtra	50,000
4.	Pratik Pravin Agarwal	403-A, 3 <sup>rd</sup> floor, Samudra Mahal, A-Wing, Opp Lotus,DR A.B.Road, Worli Mumbai, 400018	52,500
5.	Ankit Agarwal	117, Koregaon Park, South main road, Lane No. 4, Pune-411001, Maharashtra	8,38,676
6.	Ruchira Agarwal	Soham, 8/738, Behramji	16,000



		Gamadia Road, Mumbai-400026	
7.	Sonakshi Agarwal	403-A, 3 <sup>rd</sup> floor, Samudra Mahal, A-Wing, Opp Lotus,DR A.B.Road, Worli Mumbai, 400018	21,000
8.	Anil Kumar Agarwal	Flat 2 42 Hill Street London W1J5NU GB	0
9.	Vedanta Limited	1st Floor, C wing, Unit 103, Corporate Avenue Atul Projects, Chakala, Andheri (East), Mumbai City, Mumbai, Maharashtra, India, 400093	47,64,295
10.	Pravin Agarwal Family Trust	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001	100
11.	Twinstar Overseas Limited	C/o IQ EQ Corporate Services (Mauritius) Ltd  33, Edith Cavell Street, Port Louis 11324, Mauritius	20,94,02,750
B.	<b>Public Shareholders</b>		<b>27,21,28,844</b>
<b>Total</b>			<b>48,75,72,610</b>

e. Lists of Shareholders of STL Networks Limited is as follows:

Sr. No.	Name of Shareholder	Address	No. of Equity Shares held in the Second Applicant Company
<b>Promoter and Promoter Group</b>			

1.	Sterlite Technologies Limited	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001	49,994
2.	Sterlite Technologies Limited jointly with Sumit Mukherjee	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001	1
3.	Sterlite Technologies Limited jointly with Venkatesh Murthy	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001	1
4.	Sterlite Technologies Limited jointly with Ankit Agarwal	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001	1
5.	Sterlite Technologies Limited jointly with Gopal Rastogi	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001	1
6.	Sterlite Technologies Limited jointly with Badri Gomatam	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001	1
7.	Sterlite Technologies Limited jointly with Mrunal Dixit	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001	1
<b>TOTAL</b>			<b>50,000</b>

The pre and post scheme shareholding pattern (including Promoter and Promoter Group) of Sterlite Technologies Limited and STL Networks Limited are annexed hereto as ‘**Annexure II**’ and ‘**Annexure I2**’.

#### **4. THE IMPACT OF DEMERGER ON REVENUE GENERATING CAPACITY**

The business presently undertaken by the Sterlite Technologies Limited (directly and indirectly) comprises of the Optical Network Business (‘ONB’), Global Services Business (‘GSB’) and

Digital Business, each of which have different requirements and are operated independent of each other as separate business verticals.

The segregation of the Global Services Business undertaking would not impact the revenue generating capacity of the remaining business of the Company related to the Optical network Business and Digital Business. Further, the demerger would unlock value of each business vertical of the Company thereby enhancing its business operations with more efficient management control and independent strategies thus positively impacting its revenue generating capacity of the Optical network Business and Digital Business.

## **5. NEED FOR DEMERGER/ RATIONALE OF THE SCHEME/ SYNERGIES OF THE BUSINESS OF THE ENTITIES INVOLVED IN THE SCHEME**

- 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.

## **6. COST BENEFIT ANALYSIS OF THE SCHEME**

The Scheme is expected to lead to improved competitiveness, operational efficiency and strengthen the position in the marketplace for both the Demerged Company and Resulting Company. This would strengthen competitive advantage in the long run and is expected to offset the cost due to implementation of the Scheme.

### **Impact of the Scheme on the Shareholders**

Upon the Scheme becoming effective, pursuant to the transfer and vesting of GSB Undertaking of the Demerged Company into Resulting Company, and in consideration for the said transfer, the shareholders of the Demerged Company shall be issued and allotted fully paid up equity shares in the Resulting Company as per the Share Entitlement Ratio. Accordingly, the overall economic interest of the equity shareholders of the Demerged Company shall remain same in both the Demerged and the Resulting Company. Further, there is no proposed change in the shareholding pattern of the Company pursuant to the said Scheme.

There will be no change in the shareholding pattern of the Company as a result of the demerger pursuant to the Scheme and that the Resulting Company's shareholding pattern will mirror the shareholding pattern of the Company as a consequence of the effectiveness of the Scheme. The equity shares of Resulting Company so issued and allotted as provided above shall be listed on the Stock Exchanges.

In light of the above, the proposed Scheme is expected to be beneficial to the Company and its shareholders and all other stakeholders at large and is not detrimental to any of the shareholders of the Company.

- 7. Statement disclosing details of Arrangement as per sub-section 3 of Section 230 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016**

<b>No</b>	<b>Particulars</b>	<b>Sterlite Technologies Limited</b>	<b>STL Networks Limited</b>
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<b>(i)</b>	<b>Details of the order of the NCLT directing the calling, convening and conducting of the meeting</b>		
<b>a.</b>	Date of Order	17 April 2024 and 15 May 2024	
<b>b.</b>	Date, time and venue of the meeting	Wednesday, 10 July 2024 at 11:00 a.m. (IST) through video conferencing	Not Applicable
<b>(ii)</b>	<b>Details of the Companies including</b>		
<b>a</b>	Corporate Identification Number (CIN)	L31300PN2000PLC202408	U72900PN2021PLC199875
<b>b</b>	Permanent Account Number (PAN)	AAECS8719B	ABFCS8040P
<b>c</b>	Name of Company	Sterlite Technologies Limited	STL Networks Limited
<b>d</b>	Date of Incorporation	24 March 2000	26 March 2021
<b>e</b>	Type of Company	Listed Public Limited Company	Public Limited Company
<b>f</b>	Registered Office address	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001
	E-mail address	<a href="mailto:secretarial@stl.tech">secretarial@stl.tech</a>	<a href="mailto:secretarial@stl.tech">secretarial@stl.tech</a>
<b>g</b>	Summary of the main object as per the Memorandum of Association;	Refer clause ii (E) of this statement	Refer clause iii (D) of this statement
<b>g</b>	Summary of the main business carried on by the Company	Refer clause ii (G) of this statement	Refer clause iii (F) of this statement
<b>h</b>	Details of change of name, Registered Office and objects of the Company during the last five years	<p>The Registered office of the first applicant company was shifted from the jurisdiction of RoC-Mumbai to the RoC-Pune with effect from 6 July 2021.</p> <p>There were no changes in the name and objects of the Company during the last five years.</p>	There were no changes in the name, Registered Office and objects of the Company during the last five years.
<b>i</b>	Name of stock exchange(s) where securities of the Company are listed, if applicable	The equity shares of the First Applicant Company are listed on BSE and NSE.	Not Applicable

<b>j</b>	Details of capital structure- Authorized, Issued, subscribed and paid-up share capital	Refer clause ii (D) of this statement	Refer clause iii (C) of this statement
<b>k</b>	Names of the promoters and directors along with their addresses	Refer clause 3 (c) and (d) of this statement	Refer clause 3 (c) and (e) of this statement
<b>(iii)</b>	If the scheme of Arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of Arrangement, including holding, subsidiary or associate companies	The Second Applicant Company is a wholly owned subsidiary of the First Applicant Company.	
<b>(iv)</b>	The date of board meeting at which the scheme was approved by the board of directors including the name of directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution	17 May 2023  All directors present in the meeting have voted in favour of the resolution.	17 May 2023  All directors present in the meeting have voted in favour of the resolution.
<b>(v)</b>	<b>Explanatory Statement disclosing details of the scheme of Arrangement including: -</b>		
<b>a.</b>	Parties involved in Such Arrangement	Scheme of Arrangement between Sterlite Technologies Limited ('Demerged Company') and STL Networks Limited ('Resulting Company').	
<b>b.</b>	Appointed Date	01 April 2023	
<b>c.</b>	Effective Date	As defined in the Scheme of Arrangement.	
<b>d.</b>	Share Exchange Ratio and other considerations, if any	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").	
<b>e.</b>	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any; and the	The Company has obtained the Report on Share entitlement Ratio from SSPA & Co., Chartered Accountants ('Annexure C') and Fairness Opinion on the share entitlement Ratio received from the Merchant Banker ('Annexure D'). The same shall be available at the Registered Office of the Company for inspection.	

	declaration that the valuation reports is available for inspection at the registered office of the company		
<b>f.</b>	Details of capital or debt restructuring, if any	NIL	
<b>g.</b>	Rationale for the Arrangement	Refer clause iv of this statement.	
<b>h.</b>	Benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable)	Refer clause iv of this statement.	
<b>i.</b>	Amount due to unsecured Creditors	As on 31 October 2023, the total value of unsecured creditors is approx. INR 21,42,09,50,988/- (Rupees Twenty One Billion Forty Two Crore Nine Lakh Fifty Thousand Nine Hundred and Eighty Eight only)	As on 31 October 2023, the total value of unsecured creditors is approx. INR 2,83,900/- (Rupees Two Lakh Eighty Three Thousand Nine Hundred only)
<b>(vi)</b>	<b>Disclosure about effect of the Arrangement on:</b>		
<b>a</b>	Key Managerial personnel (KMP) (other than Directors)	The Directors, KMP and their respective relatives of First Applicant Company and Second Applicant Company may be affected only to the extent of their shareholding in respective companies and to the extent that the said Directors / KMP are the partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust that hold shares in the said companies, if any. Save as aforesaid, none of the Directors / KMP of the said companies have any material interest in the Scheme.	
<b>b</b>	Directors		
<b>c</b>	Promoters	The Promoters and Non-Promoters of the First Applicant Company and Second Applicant Company may be affected only to the extent of their shareholding in First Applicant Company and Second Applicant Company.	
<b>d</b>	Non-promoter members		
<b>e</b>	Depositors	Not applicable	
<b>f</b>	Creditors	No adverse effect since there will be no reduction in their claims and the assets of Applicant Companies post- demerger will be more than sufficient to discharge their claims.	
<b>g</b>	Debenture holders	With regards to the debenture holders of First Applicant Company, there will be no material effect pursuant to the Scheme as the debentures of the First Applicant Company will not be transferred to the Second Applicant Company.	

		As there are no debenture holders and debenture trustee in Second Applicant Company, the effect of the Scheme on them do not arise.	
<b>h</b>	Deposit trustee & Debenture trustee	<p>As there are no depositors, deposit trustee, debenture holders and debenture trustee in Second Applicant Company, the effect of the Scheme on them do not arise. As there are no depositors and deposit trustee in First Applicant Company, the effect of the Scheme on the depositors and deposit trustee on First Applicant Company do not arise.</p> <p>With regards to the debenture trustee of First Applicant Company, there will be no material effect pursuant to the Scheme of Arrangement as the debentures of the First Applicant Company will not be transferred to the Second Applicant Company.</p>	
<b>i</b>	Employees of the company	All employees of the Demerged Company engaged in or in relation to the Demerged Undertaking and who are in such employment as on the Effective Date shall be transferred to and become the employees of the Resulting Company with effect from the Effective Date (the “Transferred Employees”) on the same terms and conditions of employment on which they are engaged by the Demerged Company without any break or interruption in service for the purpose of calculating retirement benefits. The Resulting Company undertakes to continue to abide by any agreement/settlement entered into by the Demerged Company with any employee of the Demerged Company in relation to the Transferred Employees.	No effect
<b>(vii)</b>	<b>Disclosure about effect of Arrangement on material interest of Directors</b>		
	Directors	The Directors of the Applicant Companies may be deemed to be concerned and/or interested in the Scheme to the extent of their shareholding in the Applicant Companies, or to the extent the said Directors are common Directors in the Transferor Company and the Transferee Company, or to the extent the said Directors are the partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of	



		trust, that hold shares in the Transferor Company and the Transferee Company.	
	Key Managerial personnel	There shall be no material effect of Scheme on any of the Key Managerial Personnel.	Not applicable
	Debenture Trustee	There shall be no material effect of Scheme on Debenture Trustee as the debentures of the First Applicant Company will not be transferred to the Second Applicant Company.	Not Applicable
(viii)	Investigation or proceedings, if any, pending against the company under the Act	No investigation or pending proceedings is pending against the First Applicant Company and Second Applicant Company.	
(ix)	<b>Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or inspection by the members and creditors:</b>		
(a)	Latest Audited Financial Statements of the Company including consolidated financial statements	Available at Registered Office of the Company between 10:00 a.m. to 5:00 p.m. on all working days, except Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the meeting.	
(b)	Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with	Available at Registered Office of the Company between 10:00 a.m. to 5:00 p.m. on all working days, except Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the meeting.	
(c)	Copy of Scheme of Arrangement	Given as ' <b>Annexure A</b> '.  Available at Registered Office of the Company between 10:00 a.m. to 5:00 p.m. on all working days, except Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the meeting.	
(d)	Contracts or Agreements material to the compromise or arrangement	There were no contracts or agreements material to the Scheme of Arrangement.	
(e)	The certificate issued by the Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the	Given as ' <b>Annexure N1</b> ' and ' <b>Annexure N2</b> '.  Available at Registered Office of the Company between 10:00 a.m. to 5:00 p.m. on all working days, except Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the meeting.	

	Accounting Standards prescribed under Section 133 of the Companies Act, 2013	
(f)	Such other information or documents as the Board or Management believes necessary and relevant for making decision things for or against the scheme	Nil
(x)	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or arrangement	<p>Approval of the National Company Law Tribunal is required for the proposed Scheme. In this regard, the Company Application is pending for disposal before Hon'ble Mumbai Bench of NCLT.</p> <p>As per the directions of Hon'ble Mumbai Bench of NCLT, notice under Section 230(5) of Companies Act, 2013 is being given to:</p> <ol style="list-style-type: none"> <li>1. Central Government through the office of Regional Director (Western region), Mumbai</li> <li>2. Jurisdictional Registrar of Companies at Pune</li> <li>3. Income Tax Authority</li> <li>4. Nodal Authority in the Income Tax Department</li> <li>5. Jurisdictional GST Authority</li> <li>6. BSE</li> <li>7. NSE</li> <li>8. SEBI</li> <li>9. Ministry of Corporate Affairs</li> </ol>
(xi)	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means	Since this Meeting is being held through VC / OAVM, physical attendance of the Unsecured creditors has been dispensed with. Accordingly, the facility for appointment of proxies by the Unsecured creditors will not be available for the Meeting.

## 8. General

The following additional documents will be open for inspection to the Unsecured Creditors of the First Applicant Company at its Registered Office between 10:00 a.m. to 5:00 p.m. on all working days, except Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the meeting:

- (i) Papers and proceedings in CA (CAA)/24/MB/2024 including certified copy of the Order of the Mumbai Bench of the National Company Law Tribunal in the said Company Application directing the convening and holding of the meetings of the Unsecured Creditors of the Applicant Company;
- (ii) Memorandum of Association and Articles of Association of the First Applicant Company;
- (iii) Valuation report issued by Registered Valuer.
- (iv) Register of Directors and Shareholders of the First Applicant Company.
- (v) Audited Financial Statements for the year ended on 31<sup>st</sup> March, 2023 of the First Applicant

- Company.
- (vi) Copies of the resolutions passed by the respective Board of Directors of Applicant Companies dated 17 May 2023 approving the Scheme.

Sd/-

**Bangalore Jayaram Arun**

**Chairman Appointed for the Meeting**

**DIN: 02497125**

Date: June 07, 2024

Place: Pune

Registered Office: 4th Floor, Godrej Millennium, Koregaon Road 9,

STS 12/1, Pune, Maharashtra 411001, India

**ANNEXURE 1**

**FORM NO. MGT-12**

**POLLING PAPER**

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies  
(Management and Administration) Rules, 2014]*

<b>Name of the Company:</b> Sterlite Technologies Limited
<b>CIN:</b> L31300PN2000PLC202408
<b>Registered Office:</b> 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001

<b>Sr. No</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of the First Named Creditor (in block letters)	
2.	Postal Address	
3.	Registered Folio No. (as mentioned in the email communication)	
4.	Class of Shares	N.A.

I hereby exercise my vote in respect of Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

<b>No.</b>	<b>Item</b>	<b>I assent to the resolution</b>	<b>I dissent from the resolution</b>
1.	To consider and approve the Scheme of Arrangement between Sterlite technologies limited (“Demerged Company” or “Company”) and STL Networks Limited (“Resulting Company”) and their respective Shareholders and Creditors		

**Place:**

**Date:**

\_\_\_\_\_  
**Name of the Creditor**



STERLITE TECHNOLOGIES LIMITED

(CIN: L31300PN2000PLC202408)

Registered Office: 4<sup>th</sup> Floor, Godrej Millennium, Koregaon Road 9,

STS 12/1, Pune - 411001 Maharashtra, India

Phone: 020-3051 4000, Fax: 020-3051 4113

E-mail: [secretarial@stl.tech](mailto:secretarial@stl.tech), Website: [www.stl.tech](http://www.stl.tech)

**NOTICE CONVENING MEETING OF THE SECURED CREDITORS OF STERLITE TECHNOLOGIES LIMITED IN ACCORDANCE WITH THE ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH**

**MEETING:**

<b>Day</b>	Wednesday
<b>Date</b>	10 July 2024
<b>Time</b>	12:00 p.m. (IST)
<b>Mode of Meeting</b>	As per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"), the Meeting shall be conducted through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') and is deemed to take place at the registered office of the Company

<b>Sr. No.</b>	<b>INDEX</b>	<b>Pg. No.</b>
<b>1.</b>	Notice of meeting of the Secured Creditors of Sterlite Technologies Limited ('First Applicant Company' or 'Demerged Company') (" <b>Notice</b> ").	<b>4-13</b>
<b>2.</b>	Explanatory Statement under Section 230 to 232 of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (" <b>CAA Rules</b> ").	<b>14-36</b>
<b>3.</b>	<b>Annexure 1-</b> Polling Paper with instructions	<b>37</b>
<b>4.</b>	<b>Annexure A</b> Copy of order dated 17 April 2024 read with order dated 15 May 2024 passed by the Hon'ble NCLT (hereinafter referred to as " <b>NCLT Orders</b> ").	<b>38-67</b>
<b>5.</b>	<b>Annexure B</b> Scheme of Arrangement between Sterlite Technologies Limited (" <b>Demerged Company</b> " or " <b>Company</b> ") and STL Networks Limited (" <b>Resulting Company</b> ") and their respective Shareholders and Creditors (" <b>Scheme</b> ").	<b>68-98</b>
<b>6.</b>	<b>Annexure C</b> Report on share entitlement ratio received from SSPA & Co., Chartered Accountants.	<b>99-108</b>
<b>7.</b>	<b>Annexure D</b> Fairness Opinion of Merchant Banker on reasonableness on the share entitlement ratio.	<b>109-115</b>

<b>8.</b>	<b>Annexure E1 and E2</b> Observation Letters received from National Stock Exchange of India (NSE) Limited and BSE Limited (BSE) for the Scheme.	<b>116-123</b>
<b>9.</b>	<b>Annexure F1 and F2</b> Complaint Report submitted to BSE and NSE, respectively.	<b>124-127</b>
<b>10.</b>	<b>Annexure G1 and G2</b> Compliance Report submitted by the Company to BSE and NSE, respectively.	<b>128-133</b>
<b>11.</b>	<b>Annexure H1 and H2</b> Report adopted by the Board of Directors of Sterlite Technologies Limited and STL Networks Limited, pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013.	<b>134-143</b>
<b>12.</b>	<b>Annexure I1 and I2</b> The pre and post scheme shareholding pattern (including Promoter and Promoter Group) of Sterlite Technologies Limited and STL Networks Limited.	<b>144-171</b>
<b>13.</b>	<b>Annexure J</b> Audited Statement of Accounts of Sterlite Technologies Limited as on 31 March 2023.	<b>172-269</b>
<b>14.</b>	<b>Annexure K</b> Provisional Statement of Accounts of the Sterlite Technologies Limited as on 30 September 2023.	<b>270-288</b>
<b>15.</b>	<b>Annexure L</b> Audited Statement of Accounts of STL Networks Limited as on 31 March 2023.	<b>289-317</b>
<b>16.</b>	<b>Annexure M</b> Provisional Statement of Accounts of STL Networks Limited as 30 September 2023.	<b>318-324</b>
<b>17.</b>	<b>Annexure N1 and N2</b> Certificates issued by the Auditors of the respective Companies (Demerged Company and Resulting Companies) to the effect that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013	<b>325-332</b>
<b>18.</b>	<b>Annexure O</b> Information in the format prescribed for abridged prospectus pertaining to the unlisted entities i.e. STL Networks Limited involved in the Scheme as specified in Part B of Schedule I of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021	<b>333-342</b>
<b>19.</b>	<b>Annexure P1 and P2</b> Details of assets and liabilities of Sterlite Technologies Limited and STL Networks Limited, pre and post demerger	<b>343-345</b>
<b>20.</b>	<b>Annexure Q1 and Q2</b>	<b>346-351</b>

	Pre and post demerger net worth of Sterlite Technologies Limited and STL Networks Limited	
<b>21.</b>	<b>Annexure R</b> Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken against Sterlite Technologies Limited, its promoters and directors	<b>352-356</b>

**Notice and Explanatory Statement of the meeting, issued pursuant to Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 (page nos. 4 to 37) and Annexure A to Annexure R (page nos. 38 to 357) constitute a single and complete set of documents and should be read together as they form an integral part of this document.**

**IN THE NATIONAL COMPANY LAW TRIBUNAL**

**MUMBAI BENCH, AT MUMBAI**

**C.A.(CAA)/ 24/MB-IV /2024**

In the matter of the Companies Act, 2013;

AND

In the matter of Section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder;

AND

In the matter of Scheme of Arrangement between Sterlite Technologies Limited ('Demerged Company') and STL Networks Limited ('Resulting Company') and their respective Shareholders and Creditors ('Scheme')

**Sterlite Technologies Limited**, a company )  
incorporated under the Companies Act, 1956 having its )  
Registered Office situated at 4th Floor, Godrej )  
Millennium, Koregaon Road 9, STS 12/1, Pune, )  
Maharashtra 411001, India ) ... First Applicant Company /  
CIN: L31300PN2000PLC202408 Demerged Company



**FORM NO. CAA 2**

[Pursuant to Section 230 (3) and rule 6 and 7]

**Company Application No. 24 (MB) of 2024**

**NOTICE CONVENING MEETING OF SECURED CREDITORS OF  
STERLITE TECHNOLOGIES LIMITED**

To,  
The Secured Creditors of Sterlite Technologies Limited

Notice is hereby given that by an order dated the 17 April 2024 and 15 May 2024 passed in the Company Scheme Application CA(CAA)/24/MB-IV/2024 ('**NCLT Orders**'), the Mumbai Bench of the National Company Law Tribunal ('**Hon'ble Tribunal**' or '**NCLT**') has directed to hold a meeting of Secured Creditors of Sterlite Technologies Limited ("**First Applicant Company**" or "**Demerged Company**" or "**Company**") for the purpose of considering, and, if thought fit, approving, with or without modification, the proposed Scheme of Arrangement between Sterlite Technologies Limited ('Demerged Company') and STL Networks Limited ('Resulting Company') and their respective Shareholders and Creditors ('**Scheme**') under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('Act') along with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The Scheme, if approved by the Secured Creditors, will be subject to the subsequent approval of the Hon'ble Tribunal and such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary.

Pursuant to the said NCLT Orders and as directed therein, further notice is hereby given that a meeting of secured creditors of the First Applicant Company will be held on **Wednesday, 10 July 2024 at 12:00 p.m. (IST)** ('Meeting') or any adjourned dates thereof, for the purpose of considering, and if thought fit, approving the proposed Scheme by exercising the option to convene the meeting through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in compliance with the applicable provisions of Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**') and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ("SS-2") and following the operating procedures (with requisite modifications as may be required) referred to in General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ('**MCA**'), Government of India (collectively referred to as "**MCA Circulars**"), to consider, and if thought fit, pass, with or without modification(s), the following resolution for approval of the Scheme by requisite majority as prescribed under Section 230(1) and (6) read with Section 232(1) of the Act, as amended. The Scheme, if approved by the requisite majority of equity shareholders of the Company, Section 230(6) of the Act read with the Master circular number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023, issued by the Securities and Exchange Board of India ("**SEBI**") and other applicable SEBI circulars, if any, will be subject to subsequent approval of the NCLT and such other approvals, permissions and sanctions from any other regulatory or statutory authority(ies) as may be deemed necessary.

Pursuant to the said NCLT Orders and as directed therein, the meeting of the Secured Creditors of the Company (“Tribunal Convened Meeting” or “Meeting”) will be held on **Wednesday, 10 July 2024 at 12:00 p.m. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), in compliance with the Circulars issued by Ministry of Corporate Affairs in this regard, the applicable provisions of the Act, SS-2 and SEBI Listing Regulations to consider, and if thought fit, pass, with or without modification(s), the following resolution for approval of the Scheme by requisite majority as prescribed under Section 230(1) and (6) read with Section 232(1) of the Act and SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June, 2023 (as amended from time to time):

### **SPECIAL BUSINESS**

“**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013, the National Company Law Tribunal Rules, 2016, (including any statutory modification(s) or re-enactment thereof for the time being in force) various Securities and Exchange Board of India (SEBI) Regulations including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the observation letters issued by National Stock Exchange of India Limited and BSE Limited, dated 15 September 2023 and 28 September 2023, respectively and other applicable laws/regulations/rules and in accordance with relevant clauses of the Memorandum of Association and Articles of Association of the Company and subject to approval of the Hon'ble National Company Law Tribunal, Mumbai Bench (‘Hon’ble Tribunal’ or ‘NCLT’) and subject to such other approvals, permissions and sanctions of regulatory and other sectoral authorities, if any, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other sectoral authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the proposed Scheme of Arrangement between Sterlite Technologies Limited (‘Demerged Company’) and STL Networks Limited (‘Resulting Company’) and their respective Shareholders and Creditors (“Scheme”), placed before this meeting and initialled by the Chairman of the meeting for the purpose of identification, which inter alia envisages the Demerger of the Demerged Undertaking (as defined in the Scheme) from the Demerged Company to the Resulting Company be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

TAKE FURTHER NOTICE THAT in compliance with the NCLT Orders and the MCA Circulars, a copy of the Scheme, the notice of this Meeting along with Explanatory Statement under sections 230(3), 232 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other annexures as stated in the Index are enclosed herewith. A copy of this Notice and the accompanying documents will be hosted on the website of the Company at <https://stl.tech/investor/> and will also be available on the website of 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.

The First Applicant Company will furnish a copy of the Notice together with a copy of the explanatory statement, Scheme and other annexures to the Notice, free of charge, upon any requisition being made by any Secured Creditors, to the First Applicant Company by email at [secretarial@stl.tech](mailto:secretarial@stl.tech).

The Scheme and the statement under Section 230 are annexed to this Notice and can be obtained free of charge at the Registered Office of the First Applicant Company on any day (except Saturday, Sunday and public holidays) at 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra 411001, India between 10:00 a.m. to 5:00 p.m. up to the date of the meeting. A proceeding of the meeting shall also be made available on the website of the First Applicant Company at [www.stl.tech](http://www.stl.tech) as soon as possible.

In accordance with the said NCLT Orders, the voting rights of the Secured Creditors shall be in proportion to their outstanding amount in the Company as on 31 October 2023. Further, in accordance with the applicable regulatory provisions and the said NCLT Orders, the Company shall provide Secured Creditors with the facility of casting their vote by poll at the meeting. The Creditors may refer to the 'Notes' to this Notice for further details on voting by poll at the Meeting.

The Hon'ble Tribunal has appointed Mr. Bangalore Jayaram Arun, Independent Director (DIN: 02497125), and failing him Mr. Subramanian Madhavan, Independent Director (DIN: 06451889) of the First Applicant Company, as the Chairperson of the meeting. The above-mentioned Scheme, if approved at the meeting, will be subject to the subsequent approval of the Tribunal.

The Hon'ble Tribunal has appointed Mr. B Narasimhan, Proprietor BN & Associates (FCS-Membership No.: 1303, COP No.: 10440), Practicing Company Secretary and failing him Mr. Venkataraman K (ACS - Membership No.: 8897, COP No.: 12459), Practicing Company Secretary as the Scrutinizer of the meeting.

The facility of appointment of proxies by Secured Creditors will not be available for the meeting as the meeting is being held through VC/OAVM. However, a body corporate / institutional creditor which is a Secured Creditor of the First Applicant Company is entitled to appoint a representative for the purposes of participating and/or voting during the meeting, provided the prescribed form/authorization is filed with the First Applicant Company at [secretarial@stl.tech](mailto:secretarial@stl.tech) not later than 48 (forty eight) hours before the start of the aforesaid meeting as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

Sd/-

**Bangalore Jayaram Arun**

**Chairman appointed for the Meeting**

**DIN: 02497125**

Date: June 07, 2024

Place: Pune

Registered Office:

4th Floor, Godrej Millennium, Koregaon Road 9,

STS 12/1, Pune, Maharashtra 411001, India

**Notes:**

- (i) Pursuant to the directions of the NCLT by way of the NCLT Orders, the Meeting of the Secured Creditors of the Company is being conducted through VC/OAVM facility to transact the business set out in the notice convening this Meeting. The Meeting will be conducted in compliance with the provisions of the Act, SEBI Listing Regulations, read with other applicable SEBI circulars and in compliance with the requirements prescribed by the MCA for holding general meetings through VC/OAVM. Accordingly, the meeting of the Secured Creditors of the Company will be convened on Wednesday, 10 July 2024 at 12:00 p.m. (IST), through VC/OAVM, for the purpose of considering, and if thought fit, approving, the Scheme of Arrangement between Sterlite Technologies Limited ('Demerged Company') and STL Networks Limited ('Resulting Company') and their respective Shareholders and Creditors.
- (ii) No route map of the venue of the Meeting is annexed hereto, since this Meeting is being held through VC / OAVM. The deemed venue for the Meeting shall be the Registered Office of the Company at 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra 411001, India.
- (iii) The Explanatory Statement pursuant to sections 230 to 232 of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in respect of the business set out above is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection by the Secured Creditors at the Registered Office of the First Applicant Company during normal business hours (10:00 a.m. to 5:00 p.m.) on any day (except Saturdays, Sundays and public holidays) up to the date of the meeting.
- (iv) The Company has availed the services of KFin Technologies Limited, (KFin) Registrar and Transfer Agent of the Company ('RTA'), as the authorized agency for conducting of the Meeting of the Secured Creditors through VC/OAVM. Detailed instructions for the procedure for joining the meeting through VC/OAVM are annexed to this Notice.
- (v) Secured Creditors attending the Meeting through VC / OAVM shall be reckoned for the purpose of quorum. In terms of the NCLT Orders, quorum for the Meeting is 3 (three) secured creditors attending the Meeting.
- (vi) Since this Meeting is being held pursuant to the NCLT Orders and the MCA circulars through VC/OAVM, the requirement of physical attendance of secured creditors has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the Secured Creditors will not be available for this meeting and hence the proxy form, attendance slip and route map of the Meeting are not annexed to this Notice.
- (vii) Pursuant to Sections 112 and 113 of the Act read with Rule 10 of (Compromises, Arrangements and Amalgamations) Rules, 2016, where a body corporate is a Secured Creditor, authorized representatives of the body corporate may be appointed for the purpose of voting through poll, and for participation in the Meeting through VC/ OAVM facility provided an authority letter/ power of attorney/ a copy of the resolution passed by its board of directors or other governing body of such corporate authorizing such person to attend and vote at the Meeting through VC/ OAVM as its representative and certified to be a true copy by a director, the manager, the secretary, or other authorized officer of such body corporate along with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote is emailed to the Scrutinizer at [support@bnpassociates.in](mailto:support@bnpassociates.in) with a copy marked to the Company at [secretarial@stl.tech](mailto:secretarial@stl.tech) not later than 48 (forty eight) hours before the time scheduled for holding the Meeting.

- (viii) The Secured Creditors can join the Meeting through VC/ OAVM 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- (ix) As directed in the NCLT Orders, Notice of the Meeting along with the Explanatory Statement and other documents mentioned in the Index (collectively referred to as ‘**Notice**’) is being sent to the Secured Creditors of the Company as on 31 October 2023 at their email addresses registered with the Company. The Notice will be available on the Company’s website at [www.stl.tech](http://www.stl.tech) and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively.
- (x) The Secured Creditors may send their queries relating to the Scheme on or before Saturday, 6 July 2024, mentioning their name, institution/bank they represent, email id and mobile number to KFin and to the Company at [secretarial@stl.tech](mailto:secretarial@stl.tech). These queries will be addressed by the Company suitably. The Secured Creditors are requested to restrict their questions only to matters pertaining to the business set out in the Notice convening this Meeting.
- (xi) In case of any query and/or grievance, in respect of the scheme the secured creditors may write to the Company at [secretarial@stl.tech](mailto:secretarial@stl.tech).
- (xii) Secured Creditors are requested to carefully read all the Notes set out herein and in particular, instructions for joining the Meeting and manner of casting vote.
- (xiii) The rights of the creditors will not be affected as the assets of STL Networks Limited post sanctioning the Scheme will be sufficient to pay off all the creditors in the ordinary course of business.
- (xiv) Secured Creditors who have not registered their e-mail address and if they have not received the notice, may send an e-mail request at the email id [secretarial@stl.tech](mailto:secretarial@stl.tech) along with scanned copy of the signed request letter providing the e-mail address, mobile number and self-attested PAN copy for sending the Notice of meeting and the e-voting instructions.
- (xv) **VOTING BY SECURED CREDITORS**
- (a) Only such Secured Creditors of the Company may attend and vote at the Meeting, whose names appear in the Chartered Accountant’s certificate dated 13 December 2023 certifying the list of Secured Creditors of the Applicant Company as on 31 October 2023, as had been filed with the Tribunal in Company Scheme Application No. 24 of 2024. A person/entity who is not a Secured Creditor on such date should treat the notice for information purpose only and shall not be entitled to vote in the Meeting.
- (b) As directed in the NCLT Orders, the Company shall provide the Secured Creditors with the facility of casting their vote by poll. Further, pursuant to SEBI Operational Circular No. SEBI/HO/DDHS/DDHS\_Div1/P/CIR/2022/0000000103 dated 29 July 2022 the Company shall provide the facility of e-voting to the holders of Non-Convertible Debentures (‘NCD’) in addition to the facility of voting by poll. Therefore, in addition to the facility of voting by poll, the Company will provide the facility of e-voting during the meeting only to the NCD holders of the Company as on 31 October 2023.
- (c) The voting rights of the Secured Creditors shall be in proportion to their outstanding amount in the Company as on 31 October 2023.

- (d) In terms of the directions contained in the NCLT Orders, Mr. B Narasimhan, Proprietor BN & Associates (FCS - Membership No.: 1303, COP No.: 10440), Practicing Company Secretary and failing him Mr. Venkataraman K (ACS - Membership No.: 8897, COP No.: 12459), Practicing Company Secretary, are appointed as the Scrutinizer to scrutinize votes cast through poll during the Meeting in a fair and transparent manner.
- (e) The Notice convening the Meeting will be published through an advertisement in the 'Financial Express' in English language and 'Loksatta' in the Marathi language, both having circulation in Maharashtra.
- (f) **INSTRUCTIONS FOR POLL**
- (i) The Creditors are requested to cast their vote on the enclosed Polling Paper (attached herewith **Annexure 1**) to the Notice and return the scan copy of the duly completed Polling Paper with assent (FOR) or dissent (AGAINST), from their registered email IDs to the Scrutinizer at [support@bnpassociates.in](mailto:support@bnpassociates.in) with a copy to the Company at [secretarial@stl.tech](mailto:secretarial@stl.tech) before the conclusion of the meeting.
- (ii) No other mode for sending the Polling Paper is permitted.
- (iii) In case of Secured Creditors are companies, trusts, societies, etc. the duly completed Polling Paper should be accompanied by certified true copy of the Board Resolution/Authority Letter.
- (iv) The Scrutinizer shall make a consolidated Scrutinizer's report of the total votes cast, valid votes, votes in favour and against the resolution including the details of invalid polling papers and votes comprised therein and submit the same to the Chairman of the Meeting, who shall countersign the same.
- (v) The result of the voting shall be announced by the Chairman of the Meeting or a person authorized by him in writing upon receipt of the Scrutinizer's Report. The result of the Meeting shall be submitted to NCLT by the Chairman of the Meeting in the prescribed form along with the Scrutinizer's Report within 7 (seven) days of the conclusion of the aforesaid meeting and the same shall be displayed at the Registered Office of the First Applicant Company and its website viz. [www.stl.tech](http://www.stl.tech).

(xvi) **PROCEDURE FOR JOINING THE MEETING THROUGH VC / OAVM:**

The Company will provide VC / OAVM facility to its secured creditors for participating at the Meeting.

- a) Secured Creditors will be able to attend the Meeting through VC / OAVM by using their login credentials provided in the accompanying e-mail communication.

Secured creditors are requested to follow the procedure given below:

- (i) Launch internet browser by typing / clicking on the following link: <https://emeetings.kfintech.com>
- (ii) Click on "Secured Creditors CLICK HERE" button.
- (iii) Enter the login credentials (i.e., User ID and password provided in the accompanying e-mail communication) and click on "Login".
- (iv) Upon logging-in, you will enter the Meeting Room.

- b) Secured Creditors who do not have or who have forgotten their User ID and Password, may obtain / generate / retrieve the same, for attending the Meeting, by following the procedure given at point (g) below.
- c) Secured Creditors will be allowed to attend the Meeting through VC/OAVM on first come, first served basis.
- d) Institutional / Corporate secured creditors (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to [secretarial@stl.tech](mailto:secretarial@stl.tech). Such authorisation should contain necessary authority in favour of its authorised representative(s) to attend the Meeting.
- e) Secured creditors who need assistance before or during the Meeting, can contact KFin on [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFin's toll free No. 1-800-309-4001 for any further clarifications (from 10:00 a.m. (IST) to 5:00 p.m. (IST) on all working days). Kindly quote your name and Permanent Account Number (PAN) in all your communications.
- f) Secured creditors whose e-mail address is not registered with the Company may obtain the same from the Company in the manner as mentioned below:
  - i. Secured creditor may send e-mail request to [secretarial@stl.tech](mailto:secretarial@stl.tech) or a written request by post / courier / hand delivery to the Company at its registered address. Such secured creditors are requested to provide their name, Permanent Account Number (PAN), amount outstanding and e-mail address along with the request.
  - ii. The Company, after due verification of the request, will send the User ID and password.

(xvii) **PROCEDURE FOR E-VOTING (INCLUDING REMOTE E-VOTING) AT THE MEETING (ONLY FOR NCD HOLDERS):**

1. The Company is providing to its NCD holders, the facility to exercise their right to vote on resolution(s) proposed to be passed at meeting by electronic means.
2. The facility for voting through electronic voting system will also be made available at the Meeting and Secured Creditors attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting.
3. The Company has engaged the services of KFin as the authorized agency to provide the e-voting facility.
4. The remote e-voting facility will be available during the following voting period:

<b>REMOTE E-VOTING PERIOD</b>	
Commencement of voting	Sunday, 7 July 2024 at 10:00 a.m. (IST)
End of voting	Tuesday, 9 July 2024 at 5:00 p.m. (IST)

5. 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.
6. A person, whose name is recorded as Secured Creditor as on the cut- off date, i.e., 31 October 2023, only shall be entitled to exercise his / her / its voting rights on the resolution

proposed in the Notice and attend the meeting. Voting rights of Secured Creditor shall be in proportion to his / her / its total outstanding dues in the Company as on the cut-off date.

7. A Secured Creditor can opt for only single mode of voting per EVEN, i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a Secured Creditor 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”.
8. Only those NCD holders of the Company may attend and vote at the Meeting through electronic means, whose names appear in the Chartered Accountant’s certificate dated 13 December 2023 certifying the list of Secured Creditors of the Applicant Company as on 31 October 2023, as had been filed with the Tribunal in Company Scheme Application No. 24 of 2024. The voting rights of the NCD holders shall be in proportion to their outstanding amount in the Company as on 31 October 2023.
9. INSTRUCTIONS FOR E-VOTING (Applicable only for NCD holders)
  - a. During the meeting proceedings, upon instructions of the Chairperson, the e-voting ‘Thumb sign’ on the left-hand corner of the video screen shall be activated. NCD Holders shall click on the same to take them to the voting page.
  - b. NCD Holders to click on the ‘Insta Poll’ icon to reach the resolution page and follow the instructions to vote on the resolution(s).
  - c. The Scrutinizer will, after the conclusion of e-voting, scrutinize the votes and make a consolidated Scrutinizer’s Report and submit the same to the Chairperson of the Meeting. The results declared along with the report of the Scrutinizer, as per the NCLT Orders, shall be placed on the Company’s website <https://stl.tech/> and on the website of KFin at <https://evoting.kfintech.com/public/Downloads.aspx>, immediately after the declaration of results by the Chairperson or a person authorized by him in writing. The result will also be displayed at the registered office of the Company.
  - d. The Scheme shall be considered approved by the Secured Creditors of the Company if the resolution mentioned above in the Notice is approved by majority of persons representing three-fourths in value of the Secured Creditors of the Company, present and voting, in terms of Sections 230 to 232 of the Companies Act, 2013.

In case of any query, you may refer the Frequently Asked Questions (FAQs) and e-voting User Manual available at the ‘download’ section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

#### 10. INSTRUCTIONS FOR REMOTE E-VOTING

- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- b. Enter the login credentials (User ID and password given in the e-mail). If required, please visit <https://evoting.kfintech.com> or contact toll-free number of KFin 1800-309-4001 (from 9:00 a.m. to 6:00 p.m.) for assistance on your existing password.
- c. After entering these details appropriately, click on “LOGIN”.
- d. You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging- in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your



choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for the Company.
- g. On the voting page, enter total outstanding dues (which represents the number of votes) as on the cut-off date (i.e. 31 October 2023) under either “FOR” or “AGAINST” or alternatively, you may partially enter any number under “FOR” / “AGAINST”, but the total number under “FOR” / “AGAINST” taken together should not exceed the total outstanding dues mentioned hereinabove. You may also choose to “ABSTAIN” and vote will not be counted under either head.
- h. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as “ABSTAINED”.
- i. You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- j. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify.
- k. Once you confirm, you will not be allowed to modify your vote.

**IN THE NATIONAL COMPANY LAW TRIBUNAL**

**MUMBAI BENCH, AT MUMBAI**

**C.A.(CAA)/ 24/MB-IV /2024**

In the matter of the Companies Act, 2013;

AND

In the matter of Section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder;

AND

In the matter of Scheme of Arrangement between Sterlite Technologies Limited ('Demerged Company') and STL Networks Limited ('Resulting Company') and their respective Shareholders and Creditors ('Scheme')

**Sterlite Technologies Limited**, a company )  
incorporated under the Companies Act, 1956 having its )  
Registered Office situated at 4th Floor, Godrej )  
Millennium, Koregaon Road 9, STS 12/1, Pune, )  
Maharashtra 411001, India ) ... First Applicant Company /  
CIN: L31300PN2000PLC202408 Demerged Company

**EXPLANATORY STATEMENT TO THE NOTICE OF THE MEETING OF SECURED CREDITORS OF APPLICANT COMPANY UNDER SECTION 230 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016**

- (i) This is a statement accompanying the Notice convening the meeting of the Secured Creditors of the First Applicant Company, pursuant to the Order dated 17 April 2024 and Order dated 15 May 2024 ('NCLT Orders') passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble Tribunal'/ 'NCLT') in the Company Scheme Application CA (CAA)/24/MB-IV/2024. A meeting is being called, convened and conducted through video conferencing ('VC')/ other audio visual means ('OAVM') on **Wednesday, 10 July 2024 at 12:00 p.m.** (IST) for the purpose of considering, and if thought fit, approving the proposed Scheme of Arrangement between Sterlite Technologies Limited ('Demerged Company'/ 'First Applicant Company') and STL Networks Limited ('Resulting Company'/ 'Second Applicant Company'), and their respective Shareholders and Creditors ('Scheme') appended hereto as ANNEXURE "A". The First Applicant Company and the Second Applicant Company are hereinafter also where the context admits, collectively referred to as the "Applicant Companies". The Scheme, provides for inter-alia:

(a) demerger of the Demerged Undertaking (as defined hereinafter) of the Demerged Company into the Resulting Company on a going concern basis (“Demerger”) and the consequent issuance of equity shares by the Resulting Company to the shareholders of the Demerged Company; and (b) various other matters consequential or integrally connected therewith, including the reorganisation of the share capital of the Resulting Company, pursuant to the provisions of Sections 230-232 and other applicable provisions of the Act and the SEBI Scheme Circulars.

(ii) **Background of Sterlite Technologies Limited** (First Applicant Company/ Demerged Company) is as under:

- A. Sterlite Technologies Limited bearing CIN: L31300PN2000PLC202408, PAN: AAEC8719B, was originally incorporated as a Private Limited Company, under the Companies Act, 1956 under the name and style of Sterlite Telecom Systems Limited, on 24 March 2000. Subsequently, its name was changed to ‘Sterlite Optical Technologies Limited’ and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies (RoC), Mumbai, Maharashtra, on 21 August 2000. Again, its name was changed to ‘Sterlite Technologies Limited’ and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies (RoC), Mumbai, Maharashtra, on 25 August 2007.
- B. The equity shares of the First Applicant Company are listed on BSE and NSE.
- C. The Registered office of the First Applicant Company is situated at 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra 411001, India and the email address is [secretarial@stl.tech](mailto:secretarial@stl.tech).
- D. The Authorised, Issued, Subscribed and paid-up Share Capital of First Applicant Company as on 30 September 2023 is as under:

Particulars	Amount in Rs
<b>Authorized Share Capital</b>	
75,00,00,000 Equity shares of Rs. 2/- each	150,00,00,000
<b>Total</b>	<b>150,00,00,000</b>
<b>Issued, Subscribed and Paid-up</b>	
39,90,06,502 Equity Shares of Rs. 2/- each, fully paid up	79,80,13,004
<b>Total</b>	<b>79,80,13,004</b>

Subsequent to 30 September 2023, the First Applicant Company has issued 1,45,934 shares of Rs. 2 each against exercise of ESOP options by eligible employees. Further, the First Applicant Company has issued 8,84,56,435 Equity Shares of face value ₹2 each to eligible Qualified Institutional Buyers on 12 April 2024. Subsequently the updated issued, subscribed and paid-up Share Capital of the First Applicant Company is as follows.

<b>Particulars</b>	<b>Amount in Rs</b>
<b>Authorized Share Capital</b>	
75,00,00,000 Equity shares of Rs. 2/- each	150,00,00,000
<b>Total</b>	<b>150,00,00,000</b>
<b>Issued, Subscribed and Paid-up</b>	
48,76,08,871 Equity Shares of Rs. 2/- each, fully paid up	97,52,17,742
<b>Total</b>	<b>97,52,17,742</b>

Subsequent to the above changes, there has been no change in authorised, issued, subscribed and paid up share capital of First Applicant Company.

E. The main object of the First Applicant Company is set out in the Memorandum of Association as under:

1. To carry on the business of manufacture, trade, sale, import, export or otherwise deal in all kinds, classes and varieties of telecommunication cables, jelly filled cables, dry core cables, coaxiable cables, optical fiber cables, switch boards cables, optical fibers, jumper wires, telephone handset cords, electrical wires and other suitable alike cables and wires, telegraph, wireless, telephone and telecommunications company and for this purpose to establish, operate, maintain, manage, work, repair telephone exchanges, public switched telephone network cables communication station, radio and television receiving stations, satellites, telecommunications network, to install sell, hire, license, lease telephones or any other instruments, appliances, apparatus used for transmission or reception of messages, signs and signals.
2. To carry on the business of manufacture, design, developments, engineering, marketing, import and export, purchase, sales transfer, lease, maintain, repair, operation, transmission, consultancy, management contracting, execution, technical and educational services, licensing, franchising, distribution, agency or otherwise deal in hardware & software including intellectual property, computing and processing machines, systems, processes, equipment's, apparatus, appliances, and others articles whether electronic, electric, mechanical, digital, telephonic, satellite, wireless or otherwise relating to telecommunication, information technology, informatics and allied activities.
3. To carry on the business of Internet Services Provider and other value-added services, set-up Telecom Infrastructure for Broadband Networks, Telecom Bandwidth buying and reselling, providing ASP's (Application Software Package) for E-Commerce B2B, B2C Application, carry out E-Commerce activities, franchise operations for Telecom / Internet Services Providers and similar activities.

F. There has been no change in the objects clause of the First Applicant Company during the last five years.

G. The First Applicant Company is currently engaged in the in the following businesses:

- a. Optical Networking - the division of the Demerged Company engaged in manufacture and sale of optical fibre, optical fibre 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”).

(iii) **Background of STL Networks Limited** (Second Applicant Company /Resulting Company) is as under:

- A. STL Networks Limited bearing CIN U72900PN2021PLC199875 was incorporated as a public limited company, under the Companies Act, 2013 under the name and style of STL Networks Limited, on the 26 March 2021.
- B. The Registered Office of the Second Applicant Company is situated at 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra 411001, India.
- C. The Authorised, Issued, Subscribed and paid-up Share Capital of the Second Applicant Company as on 30 September 2023 is as under:

Particulars	Amount in Rs
<b>Authorized Share Capital</b>	
50,000 Equity shares of Rs. 10/- each	5,00,000
<b>Total</b>	<b>5,00,000</b>
<b>Issued, Subscribed and Paid-up</b>	
50,000 Equity Shares of Rs. 10/- each, fully paid up	5,00,000
<b>Total</b>	<b>5,00,000</b>

Subsequent to the above date, there has been no change in authorised, issued, subscribed and paid up share capital of Second Applicant Company.

- D. The main objects specified in the Memorandum of Association of the Second Applicant Company is as follows:
  1. To carry on 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 centre design engineering and end-to-end cyber infrastructure.

2. To carry on the business of manufacture, design, developments, engineering, marketing, import and export, purchase, sales transfer, lease, maintain, repair, operation, transmission, consultancy, management contracting, execution, technical and educational services, licensing, franchising, distribution, agency or otherwise deal in hardware & software including intellectual property, computing and processing machines, systems, processes, equipments, apparatus, appliances, and others articles whether electronic, electric, mechanical, digital, telephonic, satellite, wireless or otherwise relating to telecommunication, information technology, informatics and allied activities.
3. To carry on the business of manufacture, trade, sale, import, export or otherwise deal in all kinds, classes and varieties of telecommunication cables, jelly filled cables, dry core cables, coaxial cables, optical fiber cables, switch boards cables, optical fibers, jumper wires, telephone handset cords, electrical wires and other suitable alike cables and wires, telegraph, wireless, telephone and telecommunications company and for this purpose to establish, operate, maintain, manage, work, repair telephone exchanges, public switched telephone network cables communication station, radio and television receiving stations, satellites, telecommunications network, to install sell, hire, license, lease telephones or any other instruments, appliances, apparatus used for transmission or reception of messages, signs and signals.”

- E. There has been no change in the objects clause of Resulting Company during the last five years.
- F. The Second Applicant 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 centre design engineering and end-to-end cyber infrastructure.

(iv) **Rationale of the Scheme:**

1. 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.

2. 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.

3. Pursuant to the Scheme, all the shareholders of Demerged Company will get new shares in the Resulting 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.

(v) **Brief background and salient features of the Scheme**

1. This Scheme is a Scheme of Arrangement between Sterlite Technologies Limited (‘Demerged Company’) and STL Networks Limited (‘Resulting Company’) and their respective Shareholders and Creditors under section 230-232 and other applicable provisions of the Companies Act, 2013.

2. In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meanings:

- **“Appointed Date”** means the opening of business hours on the April 1, 2023 or such other date as the NCLT may direct/ allow.
- **“Demerged Undertaking”** means the business, undertaking, and properties, of the Demerged Company of whatsoever nature and kind and wheresoever situated, in each

case, forming part of or necessary or advisable for the conduct of, or the activities or operations of, the Global Services Business on a going concern basis and shall mean and include (without limitation):

- a) all immovable properties (list of such immovable properties pertaining to the Global Services Business is more particularly set-out in Schedule I hereto) and rights thereto i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold, leave and licensed, right of way, tenancies or otherwise) including roads, drains, civil works, foundations for civil works, buildings, offices, etc., which immovable properties exclusively or predominantly form part of the Global Services Business or which are determined by the Board as being necessary for conduct of, or the activities or operations of, the Global Services Business and all documents (including deeds or receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest, benefits and interests of agreements for lease or license or other rights to use of premises, in connection with the said immovable properties;
- b) all assets, as are movable in nature and which exclusively or predominantly form part of the Global Services Business, whether present or future, tangible or intangible, in possession or not, corporeal or incorporeal, in each case, wherever situated (including plant and machinery, capital work in progress, furniture, fixtures, fixed assets, contingent assets, computers, air conditioners, appliances, accessories, office equipment, communication facilities, installations, vehicles, inventories, stock in trade, stores and spares, packing material, raw material, tools and plants) actionable claims, earnest monies, security deposits paid or deemed to have been paid and sundry debtors, prepaid expenses, bills of exchange, promissory notes, financial assets, investment and shares in entities/ branches/ offices undertaking the Global Services Business in India or overseas, outstanding loans and advances, recoverable in cash or in kind or for value to be received, receivables, funds, cash and bank balances and deposits including accrued interest thereto with any Appropriate Authority, banks, customers and other persons, the benefits of any bank guarantees and performance guarantees;
- c) all permits, licenses, permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, pre-qualifications, eligibility criterion, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, tax deferrals, incentives, (including but not limited to benefits of all tax holiday, tax relief including under the Income Tax Act, 1961 such as brought forward accumulated tax losses, unabsorbed depreciation, etc.), tax related assets and credits including but not limited to GST input credits, CENVAT credits, advance tax, tax deducted at source, exemptions and other benefits (in each case including the benefit of any applications made for the same), relatable to the Global Services Business, if any, liberties and advantages, approval for commissioning of project and other licenses or clearances granted/ issued/ given by any Appropriate Authority, organizations or companies necessary for conduct of, or the activities or operations of, the Global Services Business or in connection therewith including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that which exclusively or predominantly form part of the Global Services Business;
- d) all contracts, agreements, request for proposals, purchase orders/ service orders, operation and maintenance contracts, memoranda of understandings, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, bids, tenders, approved tenders, ongoing participated tenders, open tenders, open order books, tariff policies, expressions of interest, letters of intent, hire and purchase arrangements, procurement agreements, services agreements, lease/ license agreements, tenancy rights, agreements/ panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/ manufacturer of goods/ service providers, other arrangements,



undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether vested or potential and written, oral or otherwise and all rights, title, interests, claims and benefits thereunder which exclusively or predominantly form part of the Global Services Business;

- e) all rights to use and avail telephones, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by the Demerged Company which exclusively or predominantly form part of the Global Services Business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Demerged Company which exclusively or predominantly form part of the Global Services Business;
- f) Demerged Undertaking Liabilities;
- g) Demerged Undertaking IP;
- h) all books, records, files, papers, engineering and process information, records of standard operating procedures, computer programmes along with their licenses, drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records whether in physical or electronic form, in connection with or relating to the Global Services Business of the Demerged Company;
- i) Transferred Employees;
- j) Investment in subsidiaries, joint ventures, associates, branches etc in India, UK, or any such jurisdiction whether existing or which would come into existence either prior to or after the Appointed Date for carrying on the Global Services Business whether in India or outside;
- k) Right to use the work experience, qualifications, capabilities, legacies and track record with national & international customers/companies, government / non – government agencies / bodies, contracts with clients and with vendors, (including technical parameters, past performance, track record, financial credentials such as profitability, turnover, net-worth, financials, Incorporation History, etc.) of the Demerged Company pertaining to GSB, acquired by reason of the completion of various projects and works, certificates of completion of projects or works issued by the clients and the right to use all these past credentials for qualifying for any tender or project in the future.

It is clarified that any question that may arise as to whether a specific asset (tangible or intangible) or any liability pertains or does not pertain to the Global Services Business or whether it arises out of the activities or operations of the Global Services Business or not, shall be decided by the Board of the Demerged Company or any committee thereof empowered by the Board.

- **“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.
- **“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 Demerged Company, who shall be entitled to receive Resulting Company Equity Shares of the Resulting Company upon coming into effect of this Scheme as specified in Clause 16 of this Scheme.

(vi) **Consideration**

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”).*

The shares issued by the Resulting Company pursuant to Clause 16 of the Scheme are referred to as “**Resulting Company Equity Shares**”.

Details of the assets and liabilities of each of the Resulting Company and the Demerged Company, pre and post demerger are annexed hereto as ‘**Annexure P1**’ and ‘**Annexure P2**’.

**THE FEATURES SET OUT ABOVE BEING ONLY THE MATERIAL PROVISIONS OF THE SCHEME, THE SECURED CREDITORS OF THE FIRST APPLICANT COMPANY ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME OF ARRANGEMENT TO GET THEMSELVES FULLY ACQUAINTED WITH THE PROVISIONS THEREOF.**

**1. Board Meeting, Valuation Report & Basis of Valuation Report**

The Scheme was placed before the Board of Directors of the First Applicant Company on 17 May 2023, wherein the report on Share Entitlement Ratio issued by SSPA & Co., Chartered Accountants (IBBI Registration No. IBBI/RV/06/2018/10092), Registered Valuer, was also placed before the Board.

**2. Submissions, Approvals and Other Information**

- The First Applicant Company had made a joint application along with the Second Applicant Company with the National Company Law Tribunal, Mumbai Bench for the sanction of the Scheme under Sections 230 to 232 of the Companies Act, 2013 and is subject to approval of the NCLT.
- The draft Scheme was placed before the Audit Committee of the First Applicant Company at its meeting held on 16 May 2023. On the basis of its evaluation and independent judgement and consideration of the draft Scheme, Report on share entitlement Ratio received from SSPA & Co., Chartered Accountants (enclosed herewith as ‘**Annexure C**’), Fairness Opinion on the share entitlement Ratio received from RBSA Capital Advisors Limited on 16 May 2023 (enclosed herewith as ‘**Annexure D**’), draft certificate from the Statutory Auditors of the

Company on the Accounting treatment in the scheme, the Audit Committee recommended the Scheme to the Board of Directors of the First Applicant Company.

- Sterlite Technologies Limited, a listed public limited company, in compliance with the applicable SEBI Circulars, presented the draft Scheme, along with all requisite information and documents to BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'), for obtaining necessary approval from the Securities and Exchange Board of India ("SEBI") through BSE & NSE. The approval in form of the Observation letter dated 28 September 2023 and 15 September 2023 received from BSE & NSE, respectively, are enclosed herewith as '**Annexure E1 & E2**'.
- As required by the SEBI Circular, the First Applicant Company has filed the Complaint Report with BSE and NSE on 28 June 2023 and 18 July 2023, respectively. The report indicate that the First Applicant Company received NIL complaints. Copies of the aforementioned Complaint Report submitted to BSE & NSE respectively are enclosed as '**Annexure F1**' and '**Annexure F2**' to this Notice.
- Compliance Report submitted to BSE and NSE, respectively, by Sterlite Technologies Limited are enclosed as '**Annexure G1**' and '**Annexure G2**'
- Report by the Board of Directors of Sterlite Technologies Limited and STL Networks Limited, pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013 are enclosed as '**Annexure H1**' and '**Annexure H2**'.
- As per comments contained in the above Observation Letters, details of ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken against Sterlite Technologies Limited, its promoters and directors are attached as '**Annexure R**'.

### 3. Directors, Promoters and Key Managerial Personnel ("KMP")

- a. There are KMPs in the First Applicant Company. There are no KMPs in the Second Applicant Company.
- b. None of the Directors or the KMPs of the First and Second Applicant Company and their relatives have any material concern or interest, financial and / or otherwise in the Scheme except to the extent of their shareholding in the Applicant Companies.
- c. The details of the present Directors of all Applicant Companies are as follows:

#### List of directors of Sterlite Technologies Limited

S. No.	DIN	Name of the Director	Address	Equity share (nos.)	Shareholding (%)
1.	06487248	Kumud Madhok Srinivasan	255, SW Alderidge Dr, Portland, OR 97225	-	-
2.	02497125	Bangalore Jayaram Arun	202, Purva Grande 49 Lavelle Road Bangalore - 560001	-	-

3.	03344202	Ankit Agarwal	117, Koregaon Park, South main road, Lane No. 4, Pune-411001, Maharashtra	8,38,676	0.17
4.	06451889	Subramanian Madhavan	D 1063 NFC, New Delhi- 110025	3,000	0.00
5.	00022096	Pravin Agarwal	117, Koregaon Park, Pune - 411001	50,000	0.01
6.	00116303	Sandip Das	909A, The Magnolias, DLF Golf Link Apartments, DLF Phase V, Golf Course Road, Gurgaon , Haryana 122009, India	-	-
7.	00010883	Anil Kumar Agarwal	Flat 2 42 Hill Street London W1J5NU GB	-	-
8.	08567907	Venkatesh Murthy	C-301, Gurdev Complex, Phase-3, Sayli Road, Dadra Nagar Haveli, Silvasa-396230	59,461	0.01
9.	08333492	Amrita Gangotra	A-118-E Sector 35, Noida 201301	-	-

**List of directors of STL Networks Limited**

S. NO.	DIN	Name of the Director	Address	Equity Share (Nos.)	Shareholding (%)
1	03344202	Ankit Agarwal	117, Koregaon Park, South main road, Lane No. 4, Pune-411001, Maharashtra	-	-
2	10302407	Gopal Chandra Rastogi	Apartment No-1001, 10th Floor, Block No-B1, The Residences Uniworld Resorts, Narsinghpur, Gurgaon, ,12	-	-

			2004, Haryana		
3	01991389	Praveen Cherian	1B, Eastwood Layout, Harlur Road, Bengaluru- 560102	-	-

d. Lists of Shareholders of Sterlite Technologies Limited is as follows:

Sr. No.	Name of Shareholder	Address	No. of Equity Shares held in the First Applicant Company
<b>A. Promoter &amp; Promoter Group:</b>			
1.	Jyoti Agarwal	117, Koregaon Park, South main road, Lane No. 4, Pune-411001, Maharashtra	11,500
2.	Navin Kumar Agarwal	Soham, 8/738, Behramji Gamadia Road, Mumbai-400026	2,86,945
3.	Pravin Agarwal	117, Koregaon Park, South main road, Lane No. 4, Pune-411001, Maharashtra	50,000
4.	Pratik Pravin Agarwal	403-A, 3 <sup>rd</sup> floor, Samudra Mahal, A-Wing, Opp Lotus, DR A.B.Road, Worli Mumbai, 400018	52,500
5.	Ankit Agarwal	117, Koregaon Park, South main road, Lane No. 4, Pune-411001, Maharashtra	8,38,676
6.	Ruchira Agarwal	Soham, 8/738, Behramji Gamadia Road, Mumbai-400026	16,000

7.	Sonakshi Agarwal	403-A, 3 <sup>rd</sup> floor, Samudra Mahal, A-Wing, Opp Lotus,DR A.B.Road, Worli Mumbai, 400018	21,000
8.	Anil Kumar Agarwal	Flat 2 42 Hill Street London W1J5NU GB	0
9.	Vedanta Limited	1st Floor, C wing, Unit 103, Corporate Avenue Atul Projects, Chakala, Andheri (East), Mumbai City, Mumbai, Maharashtra, India, 400093	47,64,295
10.	Pravin Agarwal Family Trust	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001	100
11.	Twinstar Overseas Limited	C/o IQ EQ Corporate Services (Mauritius) Ltd  33, Edith Cavell Street, Port Louis 11324, Mauritius	20,94,02,750
B.	<b>Public Shareholders</b>		<b>27,21,28,844</b>
<b>Total</b>			<b>48,75,72,610</b>

e. Lists of Shareholders of STL Networks Limited is as follows:

Sr. No.	Name of Shareholder	Address	No. of Equity Shares held in the Second Applicant Company
<b>Promoter and Promoter Group</b>			
1.	Sterlite Technologies Limited	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1,	49,994

		Pune, Maharashtra, India, 411001	
2.	Sterlite Technologies Limited jointly with Sumit Mukherjee	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001	1
3.	Sterlite Technologies Limited jointly with Venkatesh Murthy	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001	1
4.	Sterlite Technologies Limited jointly with Ankit Agarwal	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001	1
5.	Sterlite Technologies Limited jointly with Gopal Rastogi	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001	1
6.	Sterlite Technologies Limited jointly with Badri Gomatam	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001	1
7.	Sterlite Technologies Limited jointly with Mrunal Dixit	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001	1
<b>TOTAL</b>			<b>50,000</b>

The pre and post scheme shareholding pattern (including Promoter and Promoter Group) of Sterlite Technologies Limited and STL Networks Limited are annexed hereto as ‘**Annexure I1**’ and ‘**Annexure I2**’.

#### **4. THE IMPACT OF DEMERGER ON REVENUE GENERATING CAPACITY**

The business presently undertaken by the Sterlite Technologies Limited (directly and indirectly) comprises of the Optical Network Business (‘ONB’), Global Services Business (‘GSB’) and Digital Business, each of which have different requirements and are operated independent of each other as separate business verticals.

The segregation of the Global Services Business undertaking would not impact the revenue

generating capacity of the remaining business of the Company related to the Optical network Business and Digital Business. Further, the demerger would unlock value of each business vertical of the Company thereby enhancing its business operations with more efficient management control and independent strategies thus positively impacting its revenue generating capacity of the Optical network Business and Digital Business.

## **5. NEED FOR DEMERGER/ RATIONALE OF THE SCHEME/ SYNERGIES OF THE BUSINESS OF THE ENTITIES INVOLVED IN THE SCHEME**

- 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.

## 6. COST BENEFIT ANALYSIS OF THE SCHEME

The Scheme is expected to lead to improved competitiveness, operational efficiency and strengthen the position in the marketplace for both the Demerged Company and Resulting Company. This would strengthen competitive advantage in the long run and is expected to offset the cost due to implementation of the Scheme.

### Impact of the Scheme on the Shareholders

Upon the Scheme becoming effective, pursuant to the transfer and vesting of GSB Undertaking of the Demerged Company into Resulting Company, and in consideration for the said transfer, the shareholders of the Demerged Company shall be issued and allotted fully paid up equity shares in the Resulting Company as per the Share Entitlement Ratio. Accordingly, the overall economic interest of the equity shareholders of the Demerged Company shall remain same in both the Demerged and the Resulting Company. Further, there is no proposed change in the shareholding pattern of the Company pursuant to the said Scheme.

There will be no change in the shareholding pattern of the Company as a result of the demerger pursuant to the Scheme and that the Resulting Company's shareholding pattern will mirror the shareholding pattern of the Company as a consequence of the effectiveness of the Scheme. The equity shares of Resulting Company so issued and allotted as provided above shall be listed on the Stock Exchanges.

In light of the above, the proposed Scheme is expected to be beneficial to the Company and its shareholders and all other stakeholders at large and is not detrimental to any of the shareholders of the Company.

- 7. Statement disclosing details of Arrangement as per sub-section 3 of Section 230 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

No	Particulars	Sterlite Technologies Limited	STL Networks Limited
(i)	<b>Details of the order of the NCLT directing the calling, convening and conducting of the meeting</b>		
a.	Date of Order	17 April 2024 and 15 May 2024	

<b>b.</b>	Date, time and venue of the meeting	Wednesday, 10 July 2024 at 12:00 p.m. (IST) through video conferencing	Not Applicable
<b>(ii)</b>	<b>Details of the Companies including</b>		
<b>a</b>	Corporate Identification Number (CIN)	L31300PN2000PLC202408	U72900PN2021PLC199875
<b>b</b>	Permanent Account Number (PAN)	AAECS8719B	ABFCS8040P
<b>c</b>	Name of Company	Sterlite Technologies Limited	STL Networks Limited
<b>d</b>	Date of Incorporation	24 March 2000	26 March 2021
<b>e</b>	Type of Company	Listed Public Limited Company	Public Limited Company
<b>f</b>	Registered Office address	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001	4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001
	E-mail address	<a href="mailto:secretarial@stl.tech">secretarial@stl.tech</a>	<a href="mailto:secretarial@stl.tech">secretarial@stl.tech</a>
<b>g</b>	Summary of the main object as per the Memorandum of Association;	Refer clause ii (E) of this statement	Refer clause iii (D) of this statement
<b>g</b>	Summary of the main business carried on by the Company	Refer clause ii (G) of this statement	Refer clause iii (F) of this statement
<b>h</b>	Details of change of name, Registered Office and objects of the Company during the last five years	The Registered office of the first applicant company was shifted from the jurisdiction of RoC-Mumbai to the RoC-Pune with effect from 6 July 2021.  There were no changes in the name and objects of the Company during the last five years.	There were no changes in the name, Registered Office and objects of the Company during the last five years.
<b>i</b>	Name of stock exchange(s) where securities of the Company are listed, if applicable	The equity shares of the First Applicant Company are listed on BSE and NSE.	Not Applicable
<b>j</b>	Details of capital structure- Authorized, Issued, subscribed and paid-up share capital	Refer clause ii (D) of this statement	Refer clause iii (C) of this statement
<b>k</b>	Names of the promoters and	Refer clause 3 (c) and (d) of this statement	Refer clause 3 (c) and (e) of this statement

	directors along with their addresses		
(iii)	If the scheme of Arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of Arrangement, including holding, subsidiary or associate companies	The Second Applicant Company is a wholly owned subsidiary of the First Applicant Company.	
(iv)	The date of board meeting at which the scheme was approved by the board of directors including the name of directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution	17 May 2023  All directors present in the meeting have voted in favour of the resolution.	17 May 2023  All directors present in the meeting have voted in favour of the resolution.
(v)	<b>Explanatory Statement disclosing details of the scheme of Arrangement including: -</b>		
a.	Parties involved in Such Arrangement	Scheme of Arrangement between Sterlite Technologies Limited ('Demerged Company') and STL Networks Limited ('Resulting Company').	
b.	Appointed Date	01 April 2023	
c.	Effective Date	As defined in the Scheme of Arrangement.	
d.	Share Exchange Ratio and other considerations, if any	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").	
e.	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any; and the declaration that the valuation reports is available for inspection at the registered office of the	The Company has obtained the Report on Share entitlement Ratio from SSPA & Co., Chartered Accountants ('Annexure C') and Fairness Opinion on the share entitlement Ratio received from the Merchant Banker ('Annexure D'). The same shall be available at the Registered Office of the Company for inspection.	

	company		
<b>f.</b>	Details of capital or debt restructuring, if any	NIL	
<b>g.</b>	Rationale for the Arrangement	Refer clause iv of this statement.	
<b>h.</b>	Benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable)	Refer clause iv of this statement.	
<b>i.</b>	Amount due to unsecured Creditors	As on 31 October 2023, the total value of unsecured creditors is approx. INR 21,42,09,50,988/- (Rupees Twenty One Billion Forty Two Crore Nine Lakh Fifty Thousand Nine Hundred and Eighty Eight only)	As on 31 October 2023, the total value of unsecured creditors is approx. INR 2,83,900/- (Rupees Two Lakh Eighty Three Thousand Nine Hundred only)
<b>(vi)</b>	<b>Disclosure about effect of the Arrangement on:</b>		
<b>a</b>	Key Managerial personnel (KMP) (other than Directors)	The Directors, KMP and their respective relatives of First Applicant Company and Second Applicant Company may be affected only to the extent of their shareholding in respective companies and to the extent that the said Directors / KMP are the partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust that hold shares in the said companies, if any. Save as aforesaid, none of the Directors / KMP of the said companies have any material interest in the Scheme.	
<b>b</b>	Directors		
<b>c</b>	Promoters	The Promoters and Non-Promoters of the First Applicant Company and Second Applicant Company may be affected only to the extent of their shareholding in First Applicant Company and Second Applicant Company.	
<b>d</b>	Non-promoter members		
<b>e</b>	Depositors	Not applicable	
<b>f</b>	Creditors	No adverse effect since there will be no reduction in their claims and the assets of Applicant Companies post- demerger will be more than sufficient to discharge their claims.	
<b>g</b>	Debenture holders	With regards to the debenture holders of First Applicant Company, there will be no material effect pursuant to the Scheme as the debentures of the First Applicant Company will not be transferred to the Second Applicant Company.  As there are no debenture holders and debenture trustee in Second Applicant Company, the effect of the Scheme on them do not arise.	

<b>h</b>	Deposit trustee & Debenture trustee	<p>As there are no depositors, deposit trustee, debenture holders and debenture trustee in Second Applicant Company, the effect of the Scheme on them do not arise. As there are no depositors and deposit trustee in First Applicant Company, the effect of the Scheme on the depositors and deposit trustee on First Applicant Company do not arise.</p> <p>With regards to the debenture trustee of First Applicant Company, there will be no material effect pursuant to the Scheme of Arrangement as the debentures of the First Applicant Company will not be transferred to the Second Applicant Company.</p>	
<b>i</b>	Employees of the company	<p>All employees of the Demerged Company engaged in or in relation to the Demerged Undertaking and who are in such employment as on the Effective Date shall be transferred to and become the employees of the Resulting Company with effect from the Effective Date (the “Transferred Employees”) on the same terms and conditions of employment on which they are engaged by the Demerged Company without any break or interruption in service for the purpose of calculating retirement benefits. The Resulting Company undertakes to continue to abide by any agreement/settlement entered into by the Demerged Company with any employee of the Demerged Company in relation to the Transferred Employees.</p>	No effect
<b>(vii)</b>	<b>Disclosure about effect of Arrangement on material interest of Directors</b>		
	Directors	<p>The Directors of the Applicant Companies may be deemed to be concerned and/or interested in the Scheme to the extent of their shareholding in the Applicant Companies, or to the extent the said Directors are common Directors in the Transferor Company and the Transferee Company, or to the extent the said Directors are the partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust, that hold shares in the Transferor Company and the Transferee Company.</p>	

	Key Managerial personnel	There shall be no material effect of Scheme on any of the Key Managerial Personnel.	Not applicable
	Debenture Trustee	There shall be no material effect of Scheme on Debenture Trustee as the debentures of the First Applicant Company will not be transferred to the Second Applicant Company.	Not Applicable
(viii)	Investigation or proceedings, if any, pending against the company under the Act	No investigation or proceedings is pending against the First Applicant Company and Second Applicant Company.	
(ix)	<b>Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or inspection by the members and creditors:</b>		
(a)	Latest Audited Financial Statements of the Company including consolidated financial statements	Available at Registered Office of the Company between 10:00 a.m. to 5:00 p.m. on all working days, except Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the meeting.	
(b)	Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with	Available at Registered Office of the Company 10:00 a.m. to 5:00 p.m. on all working days, except Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the meeting.	
(c)	Copy of Scheme of Arrangement	Given as 'Annexure A'.  Available at Registered Office of the Company between 10:00 a.m. to 5:00 p.m. on all working days, except Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the meeting.	
(d)	Contracts or Agreements material to the compromise or arrangement	There were no contracts or agreements material to the Scheme of Arrangement.	
(e)	The certificate issued by the Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the	Given as 'Annexure N1' and 'Annexure N2'.  Available at Registered Office of the Company 10:00 a.m. to 5:00 p.m. on all working days, except Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the meeting.	

	Accounting Standards prescribed under Section 133 of the Companies Act, 2013	
(f)	Such other information or documents as the Board or Management believes necessary and relevant for making decision things for or against the scheme	Nil
(x)	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or arrangement	<p>Approval of the National Company Law Tribunal is required for the proposed Scheme. In this regard, the Company Application is pending for disposal before Hon'ble Mumbai Bench of NCLT.</p> <p>As per the directions of Hon'ble Mumbai Bench of NCLT, notice under Section 230(5) of Companies Act, 2013 is being given to:</p> <ol style="list-style-type: none"> <li>1. Central Government through the office of Regional Director (Western region), Mumbai</li> <li>2. Jurisdictional Registrar of Companies at Pune</li> <li>3. Income Tax Authority</li> <li>4. Nodal Authority in the Income Tax Department</li> <li>5. Jurisdictional GST Authority</li> <li>6. BSE</li> <li>7. NSE</li> <li>8. SEBI</li> <li>9. Ministry of Corporate Affairs</li> </ol>
(xi)	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means	Since this Meeting is being held through VC/ OAVM, physical attendance of the secured creditors has been dispensed with. Accordingly, the facility for appointment of proxies by the secured creditors will not be available for the Meeting.

## 8. General

The following additional documents will be open for inspection to the Secured Creditors of the First Applicant Company at its Registered Office between 10:00 a.m. to 5:00 p.m. on all working days, except Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the meeting:

- (i) Papers and proceedings in CA (CAA)/24/MB/2024 including certified copy of the Order of the Mumbai Bench of the National Company Law Tribunal in the said Company Application directing the convening and holding of the meetings of the Secured Creditors of the Applicant Company;
- (ii) Memorandum of Association and Articles of Association of the First Applicant Company;
- (iii) Valuation report issued by Registered Valuer.
- (iv) Register of Directors and Shareholders of the First Applicant Company.
- (v) Audited Financial Statements for the year ended on 31<sup>st</sup> March, 2023 of the First Applicant Company.

(vi) Copies of the resolutions passed by the respective Board of Directors of Applicant Companies dated 17 May 2023 approving the Scheme.

Sd/-

**Bangalore Jayaram Arun**

**Chairman Appointed for the Meeting**

**DIN: 02497125**

Date: June 07, 2024

Place: Pune

Registered Office:4th Floor, Godrej Millennium, Koregaon Road 9,

STS 12/1, Pune, Maharashtra 411001, India



**ANNEXURE 1**

**FORM NO. MGT-12**

**POLLING PAPER**

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies  
(Management and Administration) Rules, 2014]*

<b>Name of the Company:</b> Sterlite Technologies Limited <b>CIN:</b> L31300PN2000PLC202408 <b>Registered Office:</b> 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, India, 411001
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<b>Sr. No</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of the First Named Creditor (in block letters)	
2.	Postal Address	
3.	Folio No. (As mentioned in email communication)	
4.	Class of Shares	N.A.

I hereby exercise my vote in respect of Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

<b>No.</b>	<b>Item</b>	<b>I assent to the resolution</b>	<b>I dissent from the resolution</b>
1.	To consider and approve the Scheme of Arrangement between Sterlite technologies limited (“Demerged Company” or “Company”) and STL Networks Limited (“Resulting Company”) and their respective Shareholders and Creditors		

**Place:**

**Date:**

\_\_\_\_\_  
**Name of the Creditor**

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



**STL NETWORKS LIMITED**

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

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

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

**ABRIDGED PROSPECTUS**

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

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

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

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

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

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

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

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

#### BRIEF DESCRIPTION OF ISSUE

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

#### GENERAL RISKS

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

#### ISSUER'S ABSOLUTE RESPONSIBILITY

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

#### CREDIT RATING

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

#### LISTING

Not Applicable

#### PROMOTERS OF SNL

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

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

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

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

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

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

For further details, please refer to the Scheme.

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

## BUSINESS OVERVIEW

### Company overview

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

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

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

**Product/Service Offering:** Yet to commence its business activities

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

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

**Intellectual Property, if any:** Nil

**Manufacturing plant, if any:** Nil

**Employee Strength:** Nil

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

## RISK FACTORS

The risk factors as identified by SNL are as follows:

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

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

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

## FINANCIAL HIGHLIGHTS

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

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



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

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

#### OBJECTS OF THE ISSUE

Not Applicable

#### ISSUE PROCEDURE

Not Applicable

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

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

#### SHAREHOLDING PATTERN (PRE-SCHEME)

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

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

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

### SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

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

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

\* Resulting Company does not have any subsidiaries

\*\* to the extent ascertainable

<sup>^</sup> Civil litigations involving amount of more than INR 7 crores are considered to be material

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

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

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

#### MATERIAL DEVELOPMENTS

Not Applicable

#### DECLARATION BY THE COMPANY

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

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

ANKIT KUMAR AGARWAL  
Digitally signed by ANKIT KUMAR AGARWAL  
Date: 2024.06.07  
13:27:16 +05'30'

**Name:** Ankit Agarwal  
**Designation:** Director  
**DIN:** 03344202  
**Date:** June 7, 2024  
**Place:** Mumbai