

STL NETWORKRS LIMITED
CIN: L72900PN2021PLC199875
Regd. Office: 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, 411001
Corporate Office: Capital Cyberscape, 15th Floor, Sector - 59, Gurugram, Haryana, 122102
Tel.: 0124 – 4561850; Email id: investors@inveniatech.com; Website: www.inveniatech.com

CORRIGENDUM TO THE NOTICE OF POSTAL BALLOT

CORRIGENDUM TO THE NOTICE of Postal Ballot sent to the members of STL Networks Limited (“the Company”) dated April 18, 2026 to transact business only through remote e-voting process.

The notice of Postal Ballot together with the explanatory statement annexed thereto has been dispatched to the members of the Company on April 19, 2026 (“Notice”) in compliance with the provisions of the Companies Act, 2013, read with the relevant rules made thereunder and the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

Pursuant to the requirements of Regulation 28(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company had filed applications for obtaining the in-principle approval of BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE” and together with BSE, the “Stock Exchanges”) for the proposed preferential issue of convertible warrants as detailed in Item No. 2 (issuance of warrants convertible into equity shares to Twin Star Overseas Limited, promoter of the Company, on a preferential basis) of the Notice.

Stock Exchanges have asked the Company to provide certain clarifications and additional information with respect to the proposed preferential issue. Accordingly, Stock Exchanges have advised to inform the Shareholders of the Company about following update.

The members of the Company are hereby informed and requested to note that:

As advised by Stock Exchanges, the Company has obtained revised Valuation Report dated April 18, 2026 covering calculation of fair value per share under all three approaches namely (i) Asset Approach, (ii) Income Approach and (iii) Market Approach. However, it is pertinent to note that there is no change in floor price [i.e. Rs. 23.8 (Rupees Twenty-three and Eight Paise only)] per Warrant and issue price [i.e. Rs. 24 (Rupees Twenty-four only)] per Warrant which have been arrived at in accordance with Chapter V of the SEBI ICDR Regulations, 2018.

Revised Valuation Report dated April 18, 2026, issued by Mr. Aditya Chokhra, independent registered valuer (Registration No. – IBBI/ RV/ 06/ 2020/ 12719), is available on the website of the Company at <https://inveniatech.com/wp-content/uploads/2026/05/Valuation-Report.pdf>

This Corrigendum should be read in continuation of and in conjunction with the Notice and shall form an integral part of the Notice and all references to the valuation report should be deemed to include references to the above referred documents. All other contents of the Notice shall remain unchanged.

By Order of the Board

For **STL Networks Limited**

Sd/-

Meenal Bansal

Company Secretary & Compliance Officer

Membership No. A - 35091

Address: Capital Cyberscape, 15th Floor,
Sector - 59, Gurugram, Haryana, 122102

Place: Gurugram

Date: May 14, 2026



STL NETWORKRS LIMITED

CIN: L72900PN2021PLC199875

Regd. Office: 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune, Maharashtra, 411001

Corporate Office: Capital Cyberscape, 15th Floor, Sector - 59, Gurugram, Haryana, 122102

Tel.: 0124 – 4561850; **Email id:** investors@inveniatech.com; **Website:** www.inveniatech.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars]

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) (**“Rules”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“SEBI Listing Regulations”**) and any other applicable provision of SEBI Listing Regulations, General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars, latest being General Circular No. 03/2025 dated September 22, 2025 (collectively known as **“MCA Circulars”**), issued by the Ministry of Corporate Affairs, Government of India, Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact special businesses as set out hereunder by the Members of STL Networks Limited (the **“Company”**) by means of Postal Ballot, only by way of remote e-voting (**“e-voting”**) process.

In view of the aforesaid MCA Circulars, the Company is sending this Postal Ballot Notice (**“Notice”**) only by email to all its members who have registered their email addresses as on Friday, April 10, 2026 (**“Cut-Off Date”**) with the Company/ M/s. KFin Technologies Limited, Registrar and Share Transfer Agent (**“RTA”**)/ Depositories.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolutions mentioned in this Notice, are annexed hereto.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Debasis Dixit, Proprietor, M/s. D Dixit & Associates, Practicing Company Secretaries as the Scrutinizer for scrutinizing the postal ballot remote e-voting results in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'Instructions for e-voting' in this Notice and record their assent (**“FOR”**) or dissent (**“AGAINST”**) on the proposed resolutions through the remote e-voting process, which shall commence from Monday, April 20, 2026 at 10.00 A.M. (IST) and shall end on Tuesday, May 19, 2026 at 5.00 P.M. (IST).

The Company has engaged the services of M/s. KFin Technologies Limited (hereinafter referred to as **“KFin”** or **“Evoting Service Provider”**) for facilitating remote e-voting to enable the Members to cast their votes electronically. In accordance with the MCA Circulars, the Company has made necessary arrangements with Registrar & Share Transfer Agent to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from the conclusion of the remote e-voting period to the Stock Exchange(s) in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the remote e-voting to the Chairman or Company Secretary of the Company after completion of the scrutiny of the remote e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.inveniatech.com, on the website of Kfin at <https://evoting.kfintech.com> and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to the Stock Exchanges viz. National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting i.e. Tuesday, May 19, 2026.

SPECIAL BUSINESS

ITEM NO. 1

TO APPROVE ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

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

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

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

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

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

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

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

ITEM NO. 2**TO APPROVE ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES TO TWIN STAR OVERSEAS LIMITED, PROMOTER OF THE COMPANY ON A PREFERENTIAL BASIS**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the “**Act**”); and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“**FEMA**”), and rules, circulars, notifications, regulations and guidelines issued under the FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), in each case, as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (“**SEBI**”) and/ or any other statutory or regulatory authorities, including the BSE Limited and National Stock Exchange of India Limited (collectively, “**Stock Exchanges**”) on which the equity shares of the Company are listed from time to time and to the extent applicable, and enabling provisions of the Memorandum of Association of the Company and the Articles of Association of the Company, as amended, the approval of the Members of the Company is hereby accorded to authorize the Board of Directors (or a Committee authorized by the Board) to create, issue and allot up to 4,50,00,000 (Four Crores Fifteen Lakhs) warrants, at a price of Rs. 24 (Rupees Twenty Four only) (including the warrant subscription price and the warrant exercise price) per Warrant (“**Warrant Issue Price**”), each convertible into, or carrying a right exercisable by the Allottee to subscribe to 1 (one) fully paid up equity share of the Company of face value of Rs. 2 (Rupees Two only) at a premium of Rs. 22 (Rupees Twenty Two) per share (“**Warrant**”), aggregating up to Rs. 108,00,00,000 (Rupees One Hundred Eight Crores only) (“**Total Issue Size**”), for cash consideration, to the persons listed below (“**Allottee**”) by way of preferential issue on a private placement basis, in accordance with the terms of the Warrants, as set out herein, subject to applicable law and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations:

Name of Allottees	Category	No. of Warrants	Warrant Subscription Amount (Rs. In crore)	Warrant Exercise Amount (Rs. In crore)
Twin Star Overseas Limited	Promoter	4,50,00,000	27.00	81.00

RESOLVED FURTHER THAT, in terms of Regulation 161 of Chapter V of the SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of determining the floor price for the issue and allotment of the Warrants is April 17, 2026, being the date that is 30 (thirty) days prior to the date on which the special resolution by the shareholders is proposed to be passed i.e. Tuesday, May 19, 2026.

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

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

- the Allottee shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) fully paid up equity share against each Warrant;
- the minimum subscription amount which is equivalent to 25% (twenty-five per cent) of the Warrant Issue Price shall be paid by the Allottee at the time of allotment of each Warrant. The Allottee will be required to make further payments of such amount which is equal to 75% (seventy-five per cent) of the Warrant Issue Price at the time of exercise of the right attached to the Warrant to exercise and convert the Warrant(s) and subscribe to equity shares of the Company;
- the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for issuance of the Warrants, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of the last of such approvals or permissions;

- (d) the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association of the Company and Articles of Association of the Company and shall rank pari passu with the existing equity shares of the Company in all respects;
- (e) equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to receipt of necessary permissions or approvals as the case may be;
- (f) the Warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by themselves, until exercised and converted into equity shares, shall not give the Allottee any rights with respect to that of an equity shareholder of the Company in respect of such Warrants;
- (g) the right attached to the Warrant(s) to convert the Warrant(s) and subscribe to equity shares of the Company may be exercised by the Allottee, in one or more tranches on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without further approval from the members of the Company, allot the corresponding number of equity shares of the Company in dematerialized form;
- (h) the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants;
- (i) the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of the rights attached to the Warrant to convert the Warrant and subscribe to equity shares of the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- (j) to the extent the option on the Warrant remains unexercised by the Allottee within 18 (eighteen) months from the date of allotment, such unexercised Warrant(s) shall lapse and the amount paid to the Company at the time of subscription to such unexercised Warrant shall stand forfeited;
- (k) the Warrants shall be exercised by the Allottee in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI Listing Regulations, the Securities Contracts (Regulation) Rules, 1957 and any other regulations and guidelines issued by SEBI or applicable regulatory authorities as the case may be or any modifications thereof; and
- (l) the Allottee shall make payment of the Warrant Issue Price from its own bank account into the designated bank account of the Company.

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

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

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

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

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

- (a) to issue and allot the Warrants and such number of equity shares as may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;

- (b) to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to give effect to the above resolutions, including to make applications to applicable regulatory authorities, including but not limited to applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be issued and allotted pursuant to the preferential issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon such conversion of the Warrants;
- (c) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Allottee, and to give effect to any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants, and to determine the form, terms and timing;
- (d) of the preferential issue, including finalizing the Allottee, based on mutual discussions with the Allottee, to whom the Warrants shall be finally issued and allotted, and the number of Warrants to be allotted in one or more tranches (including the equity shares to be allotted upon conversion of the Warrants);
- (e) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- (f) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- (g) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Promoter Preferential Issue and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
- (h) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to give effect to any modification to the foregoing, and the decision of the Board shall be final and conclusive.

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

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

By Order of the Board

For **STL Networks Limited**

Sd/-

Meenal Bansal

Company Secretary & Compliance Officer

Membership No. A - 35091

Address: Capital Cyberscape, 15th Floor,
Sector - 59, Gurugram, Haryana, 122102

Place: Gurugram

Date: April 18, 2026

NOTES

1. The explanatory statement pursuant to the provisions of Section 102 and Section 110 of the Act (“**the Act**”) read with Rule 20 and Rule 22 of the Rules and other applicable provisions of the Act read with the Rules framed thereunder concerning the Special Business as set out above in respect of the resolution to be passed through postal ballot by remote e-voting is annexed hereto.
2. In accordance with the provisions of the Act and MCA Circulars and other applicable provisions of the applicable law(s), the Postal Ballot Notice is being sent through electronic mode only to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“**NSDL**”) / Central Depository Services (India) Limited (“**CDSL**”) as on Friday, April 10, 2026 (“**Cut-off Date**”). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
3. Only those members whose names are appearing in the register of members / register of beneficial owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date. It is however, clarified that all members of the Company as on the Cut-Off Date (including those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ depositories/ DPs) shall be entitled to vote in relation to the resolution in accordance with the process specified in this Notice.
4. A copy of this Postal Ballot Notice will also be available on the website of the Company at www.inveniatech.com, Stock Exchanges viz. BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) at www.bseindia.com and www.nseindia.com and on the website of Kfin at <https://evoting.kfintech.com>. Any member seeking a copy of this Notice may also write to us at investors@inveniatech.com.
5. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, as amended, read together with the Rule 20 and 22 of the Rules and Regulation 44 of the SEBI Listing Regulations, SS-2, MCA Circulars, the Company is pleased to offer remote e-voting facility to its members. The Company has appointed Kfin for facilitating remote e-voting, to enable the members to cast their votes electronically. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot activity in accordance with the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only, provided by the Company.

The remote e-voting period commences from Monday, April 20, 2026 at 10.00 A.M. (IST) and shall end on Tuesday, May 19, 2026 at 5.00 P.M. (IST). The remote e-voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the Cut-off date may cast their votes by electronic means in the manner and process as set out in the Postal Ballot Notice mentioned below. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

6. Resolutions passed by the shareholders through postal ballot is deemed to have been passed as if the same have been passed at a general meeting of the members convened on that behalf. The resolution, if approved by the requisite votes of shareholders by means of postal ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e., Tuesday, May 19, 2026.
7. Registration of email addresses:

The Notice is being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company / Depositories. Members are requested to register / update their e-mail addresses by following the below steps to receive all future communications from the Company electronically;

- i. **Members holding equity shares in physical mode** – Request in **ISR-1** along with self-attested copy of PAN Card and self-attested copy of any of the following document (e.g. Driving license, Passport, Bank statement, Aadhar) by e-mailing at einward.ris@kfintech.com

ISR-1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx> The ISR Form(s) and the supporting documents can be provided by anyone 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**
Unit: STL Networks Limited
Address: Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda,
Serilingampally, Hyderabad-500032, Telangana, India.

- 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>

- ii. **Members holding equity shares in dematerialized Mode**-Register/update their e-mail addresses with respective Depository Participant (DP).

8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs.

As per the provisions of Section 72 of the Act, read with SEBI circular dated November 03, 2021 and clarification circular dated December 14, 2021 and circular dated March 16, 2023, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.inveniatech.com (under 'Investors' section). Members are requested to submit the said details to their DPs.

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

General information and instructions relating to remote e-voting are as under.

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFin, on the resolutions set forth in this Notice.
- ii. Pursuant to the SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting facility will be available during the following period:

Commencement of e-voting	End of e-voting
Monday, April 20, 2026 at 10.00 A.M. (IST)	Tuesday, May 19, 2026 at 5.00 P.M. (IST)

- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFin for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.
- vii. The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFin e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

- 1) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	1. Existing Internet-based Demat Account Statement (‘IDeAS’) facility Users: i. Visit the e-services of NSDL https://eservices.nsdl.com either on a personal computer website or on a mobile. ii. On the e-services home page click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘IDeAS’ section. Thereafter enter the existing user ID and password. iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on ‘Access to e-voting’ under e-voting services, after which the e-voting page will be displayed. iv. Click on company name i.e., ‘STL Networks Limited’ or ESP i.e. KFin v. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period. 2. Those not registered under IDeAS: i. Visit https://eservices.nsdl.com for registering. ii. Select ‘Register Online Ideas for IDeAS Portal’ or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Visit the e-voting website of NSDL https://eservices.nsdl.com/ iv. Once the home page of e-voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholder / Member’ section. A new screen will open. v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. vii. Click on Company name i.e ‘STL Networks Limited’ or i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period viii. Members can also download the NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

Type of Member	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Existing user who have opted for Easi / Easiest i. Visit URL https://web.cdslindia.com/myeasitoken/Home/Login or URL: https://www.cdslindia.com/ ii. Click on New System Myeasi iii. Login with your registered user id and password. iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFin e-Voting portal. v. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest i. Option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration Proceed with completing the required fields. ii. Follow the steps given in point 1. 3. Alternatively, by directly accessing the e-Voting website of CDSL i. Visit URL: https://www.cdslindia.com/ ii. Provide your demat Account Number and PAN No. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv. After successful authentication, user will be provided links for the respective ESP, i.e KFin Technologies where the e- Voting is in progress.
Individual (holding securities in demat mode) login through their demat accounts Depository Participant	i. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. ii. Once logged-in, 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. iii. Click on options available against company name or e-Voting service provider – KFin and you will be redirected to e-Voting website of KFin for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 or 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 2305 8738 or 022-2305 8542-43 or 180022 5533

Details on Step 2 are mentioned below:

I) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants(s), will receive an email from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) "9668", followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID 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.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., "9668" "Postal Ballot" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. 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.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s). Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID clv.debasis@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."
- xii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(B) Members whose email IDs are not registered with the Company/Registrar and Transfer Agent of the Company/ Depository Participants(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members holding shares in physical mode and who have not registered / updated their email address / KYCs with the Company are requested to register / update the same by writing to the Registrar & Share Transfer Agent (RTA), Kfin Technologies Limited at einward.ris@kfintech.com. Members holding shares in dematerialized mode are requested to register / update email addresses with their respective Depository Participant.

After successful registration of the e-mail address / KYC, a copy of this Notice along with the e-voting user ID and password will be sent to the registered e-mail address, upon request received from the Member. In case of any queries, Members may write to einward.ris@kfintech.com.

- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self- attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the, Postal Ballot Notice and the e-voting instructions.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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

ITEM NO. 1 – Approval for alteration of the Articles of Association of the Company

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

The existing Article 4 of the AoA has been modified to clarify that the Board may issue and allot shares or any other securities of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any security which may be so allotted may be issued as fully paid-up or partly paid-up or otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.

Further, existing Article 5 of the AoA has been modified to permit the Company to issue different kinds of securities including warrants convertible into equity shares of the Company. As a consequence, Article 14 of the AoA has been modified to include a reference further issuances of shares or any other securities instead of only shares.

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

Members who wish to inspect the current and draft of amended Articles of Association of the Company may visit the Registered Office of the Company during the normal working hours (09:00 am to 05:00 pm) on all working days upto the date of passing the resolution, i.e., Tuesday, May 19, 2026.

The Board accordingly recommends the Special Resolution set out at Item No.1 of the Notice for approval by the Members.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed special resolution.

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

In accordance with Section 23(1)(b), Section 42 and Section 62(1)(c) and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debenture) Rules, 2014 and other applicable rules made thereunder (including statutory modifications or re-enactments thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), as amended from time to time, approval of the members of the Company by way of a special resolution is required to issue securities by way of private placement on a preferential basis to Twin Star Overseas Limited, a promoter of the Company (“**Allottee**”).

The Board has, pursuant to the resolution passed at the Board meeting held on April 18, 2026, approved the proposed preferential issue of up to 4,50,00,000 (Four Crores Fifty Lakhs) warrants to the Allottee (“**Warrants**”), at a price of Rs. 24 (Rupees Twenty Four only) per Warrant (including the warrant subscription price and the warrant exercise price) (“**Warrants Issue Price**”), payable in cash, aggregating to an amount of Rs. 108,00,00,000 (Rupees One Hundred Eight Crores only) (the “**Promoter Preferential Issue**”), and consequently, recommends the resolution as set out above to be passed by the Members through a special resolution.

The floor price for the Promoter Preferential Issue, under the applicable provisions of Chapter V of the SEBI ICDR Regulations is Rs. 22.83 (Rupees Twenty and Eight Three Paise only) per Warrant.

The relevant disclosures in relation to the Promoter Preferential Issue as required under the SEBI ICDR Regulations and the Act, read

with the rules issued thereunder, are set forth below.

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

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

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

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

Utilization of Issue Proceeds

Sl.No.	Particulars	Total estimated amounts to be utilized for each Object* (Rs. in Crore)	Tentative timeline for utilization of Issue Proceeds from the date of receipt of funds
1.	Repayment/ Servicing of financial facilities availed by the Company	81.00 (75% of amount)	120 days
2.	General Corporate Purposes	27.00 (25% of amount)	90 days

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

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

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% (ten per cent) depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

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

Interim Use of Issue Proceeds

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

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

(i) Given that the issue size exceeds Rs. 100,00,00,000 (Indian Rupees One Hundred Crore only), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company will appoint a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Promoter Preferential Issue (“**Monitoring Agency**”).

(ii) The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the proceeds of the Promoter Preferential Issue have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty-five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

(c) **Relevant Date**

In terms of Regulation 161 of the SEBI ICDR Regulations, the relevant date for the determination of the floor price for the Promoter Preferential Issue is April 17, 2026, i.e. 30 (thirty) days prior to the date on which the Special Resolution by the shareholders is proposed to be passed i.e., Tuesday, May 19, 2026. As per the requirements of Regulation 161 of the SEBI ICDR Regulations relevant date is falling on a weekend, therefore, the day preceding the weekend has been reckoned to be the relevant date.

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

The Board, at its meeting held on April 18, 2026, has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of 4,50,00,000 (Four Crores Fifty Lakhs only) Warrants to the Allottee, each at an issue price of Rs. 24 (Rupees Twenty Four only) per Warrant (including the warrant subscription price and the warrant exercise price), aggregating to an amount of Rs. 108,00,00,000 (Rupees One Hundred Eight Crores only) for cash consideration, by way of a preferential issue on a private placement basis.

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

4,50,00,000 (Four Crores Fifty Lakhs only) Warrants, at an issue price of Rs. 24 (Rupees Twenty Four only) per Warrant (including the warrant subscription price and the warrant exercise price) aggregating to an amount of Rs. 108,00,00,000 (Rupees One Hundred Eight Crores only), such price being not less than the floor price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

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

The equity shares of the Company are listed on the BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) (collectively, the “**Stock Exchanges**”). The equity shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the preceding 90 (ninety) trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with Chapter V of the SEBI ICDR Regulations. In terms of the applicable provisions of Chapter V of the SEBI ICDR Regulations, the floor price for the Promoter Preferential Issue is Rs. 22.83 (Rupees One Twenty Two and paise Eighty Three only) per Warrant, being the higher of the following: (a) 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company quoted on NSE preceding the Relevant Date: Rs. 21.23 (Rupees Twenty One and paise Twenty Three only) per equity share; (b) 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company quoted on NSE preceding the Relevant Date: Rs. 22.83 (Rupees One Twenty Two and paise Eighty Three only) per equity share.

Given that the Promoter Preferential Issue triggers the provisions of Regulation 166A of Chapter V of the SEBI ICDR Regulations, in accordance with Regulation 166A of Chapter V of the SEBI ICDR Regulations, the Company is required to obtain a valuation report from an independent registered valuer, for determining the floor price for the Promoter Preferential Issue. In compliance thereof, the Company has obtained a valuation report dated April 18, 2026, from Mr. Aditya Chokhra, independent registered valuer (Registration No. – IBBI/ RV/ 06/ 2020/ 12719), for determining the floor price for the Promoter Preferential Issue (“**Valuation Report**”). As per the Valuation Report, the floor price per equity share of the Company is Rs. 22.83 (Rupees One Twenty Two and paise Eighty Three only). The Valuation Report is available on the website of the Company at <https://inveniatech.com/investor-relations/>

In view of the above, the Board of the Company has fixed the Warrant Issue Price at Rs. 24 (Rupees Twenty Four only) which is above the minimum price as determined in compliance with the requirements of SEBI ICDR Regulations.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the

Relevant Date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

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

Rs. 108,00,00,000 (Rupees One Hundred Eight Crores only) from the Allottee.

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

Promoter.

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

The Company has not made any allotment on preferential basis of the equity shares or securities convertible into equity shares of the Company during the current financial year FY 2026-27.

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

The resolution set out in the accompanying notice authorises the Board to raise funds amounting to Rs. 108,00,00,000 (Rupees One Hundred Eight Crores only), by way of issuance of 4,50,00,000 (Four Crores Fifty Lakhs) warrants to the Allottee, each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of Rs. 2 (Rupees two only) each, at the Warrants Issue Price of Rs. Rs. 24 (Rupees Twenty Four only) each payable in cash. The minimum amount of Rs. 6 (Rupees Six only) per Warrant, which is equivalent to 25% (Twenty Five per cent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant to the Allottee. The Allottee will be required to make further payments of Rs. 18 (Rupees Eighteen only) for each Warrant, which is equivalent to 75% (Seventy-Five per cent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to subscribe to equity share(s) of the Company.

(k) **Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Offer**

Pursuant to the Board resolution dated April 18, 2026, the Allottee is to be issued and allotted 4,50,00,000 (Rupees Four Crores Fifty Lakhs) Warrants on the terms and conditions approved by the Board, as part of the Promoter Preferential Issue. Further, apart from the Allottees, none of the other Promoters, Directors or Key Managerial Personnel of the Company intend to subscribe to the offer.

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

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

Sr. No.	Category	Pre-Issue as March 31, 2026		Post-Issue*	
		No. of equity shares held	% of equity holding	No. of equity shares held	% of equity holding
A	Promoter and promoter group holding				
1	Indian:				
	Individual	12,76,621	0.26	12,76,621	0.24
	Bodies Corporate	47,64,395	0.98	47,64,395	0.89
	Sub-total				
2	Foreign Promoters				
	Bodies Corporate	20,94,02,750	42.91	254,402,750	47.73
	Sub-total (A)	21,54,43,766	44.15	260,443,766	48.86
B	Non-Promoters'/ Public holding				
1	Institutional Investors				
	Domestic	3,01,42,150	6.18	3,01,42,150	5.65

	Foreign	34,10,416	0.70	34,10,416	0.64
	Central/ State Government	675	0	675	0
2	Non-Institution:				
	Private Corporate Bodies	4,96,27,491	10.17	4,96,27,491	9.31
	Directors and Relatives	3,183	0.00	3,183	0.00
	Indian Public (KMP, Resident Individual)	16,94,07,756	34.71	16,94,07,756	31.78
	HUF	88,73,841	1.82	88,73,841	1.66
	Others (including Clearing Members, foreign nationals, IEPF, Trusts, NRIs)	1,11,22,226	2.28	1,11,22,226	2.09
	Sub-total (B)	27,25,87,738	55.85	27,25,87,738	51.14
	GRAND TOTAL (A) + (B)	48,80,31,504	100.00	533,031,504	100.00

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

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

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

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

Not applicable.

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

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

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

Ultimate Beneficial Owner: Mr. Anil Agarwal.

The percentage of shareholding of Twin Star Overseas Limited post preferential issue: 47.73%

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

Name of the Allottee	Category	Pre-Preferential Issue Holding Percentage of the Proposed Allottee	Maximum number of equity shares proposed to be allotted or to be allotted post conversion of Warrants into equity shares	Post Preferential Issue Holding Percentage of the proposed allottee
Twin Star Overseas Limited	Promoter	42.91	4,50,00,000	47.73

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

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

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

Pursuant to the Promoter Preferential Issue, the contribution being made by the Allottees will be Rs. 108,00,00,000 (Rupees One Hundred Eight Crores only).

(s) **Undertakings**

The Company hereby undertakes that:

- (i) none of the Company, its Directors or Promoters have been declared as a 'wilful defaulter' or 'fraudulent borrower' as defined under the SEBI ICDR Regulations, and none of its Directors or Promoter is a 'fugitive economic offender' as defined under the SEBI ICDR Regulations;
- (ii) the Company is eligible to make the Promoter Preferential Issue to the Allottee under Chapter V of the SEBI ICDR Regulations;
- (iii) as the equity shares of the Company have been listed for a period of more than 90 (ninety) days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable;
- (iv) the Company shall re-compute the price of the equity shares to be allotted under the Promoter Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;
- (v) if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Promoter Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.

(t) **Current and proposed status of the proposed allottees post the preferential issue viz. promoter or non-promoter**

The Allottee is the promoter of the Company, and such status will continue to remain the same, post the Promoter Preferential Issue.

(u) **Valuation and justification for the allotment proposed to be made for consideration other than cash**

Not applicable.

(v) **Lock-in period**

The Warrants allotted pursuant to this resolution and the resultant equity shares to be issued and allotted upon exercise of the rights attached to the Warrants as above shall be subject to a lock-in for such period as specified under the provisions of Chapter V of the SEBI ICDR Regulations.

(w) **Practicing Company Secretary's Certificate**

A certificate from Mr. Debasis Dixit, Practicing Company Secretary (FCS: 9409) and Partner of M/s. D Dixit & Associates (Firm Registration No. S2008DE108900 and Peer review No.1823/2022), certifying that the Promoter Preferential Issue of Warrants is being made in accordance with requirements of SEBI ICDR Regulations, shall be available for inspection by the Members at the Registered Office of the Company during the normal working hours (09:00 am to 05:00 pm) on all working days from the date of dispatch of the Notice till the declaration of results and the same can be accessed on the Company's website at the link: <https://inveniatech.com>.

(x) **Other disclosures**

- (i) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the SEBI Listing Regulations, as amended and the circulars and notifications issued by the SEBI thereunder;
- (ii) The justification for the allotment proposed to be made for consideration other than cash is not applicable as the allotment of Warrants under the Promoter Preferential Issue is for cash consideration; and

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

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

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

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

Members who wish to inspect the documents referred to in the Notice/ Explanatory Statement to Item No. 2 of this Notice may write to the Company Secretary & Compliance Officer at investors@inveniatech.com.

By Order of the Board

For **STL Networks Limited**

Sd/-

Meenal Bansal

Company Secretary & Compliance Officer

Membership No. A - 35091

Address: Capital Cyberscape, 15th Floor,
Sector - 59, Gurugram, Haryana, 122102

Place: Gurugram

Date: April 18, 2026