



**SPACENET ENTERPRISES INDIA LIMITED**

(CIN: L72200TG2010PLC068624)

Regd. Off. Address: Plot No.114, Survey No.66/2, Raidurgam, Prasanth Hills, Gachibowli,  
Nav Khalsa, Serilingampally, Ranga Reddy, Hyderabad-500008, Telangana, India.

Tel: 04029345781, Email: [cs@spacenetent.com](mailto:cs@spacenetent.com), <http://spacenetent.com/>

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**NOTICE OF EXTRA ORDINARY GENERAL MEETING (EGM)**

**NOTICE** is hereby given that the Extra Ordinary General Meeting (EGM) Of The Members of Spacenet Enterprises India Limited will be held on Saturday, January 28th, 2023 At 02:00 PM (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") at the Registered office Address of the company situated at Plot No.114, Survey No.66/2, Street No.03, Raidurgam, Prasanth Hills, Gachibowli, Nav Khalsa, Serilingampally, Ranga Reddy, Hyderabad-500008, Telangana, India, to transact the following special businesses:

**1.TO APPOINT SHRI. SETHURATHNAM RAVI (DIN: 00009790) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri. Sethurathnam Ravi (DIN: 00009790), who was appointed by the Board of Directors as an Additional Director (Non-Executive and Non-Independent) and Chairman of the Board of the Company with effect from 29th October, 2022, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, and who holds office as an Additional Director, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Director (Non-Executive and Non-Independent) and chairman of the company liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) or Company secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite Documents, E-forms with Ministry of Corporate Affairs or submission of documents with any other Regulatory authority including Stock Exchanges for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

## **2.APPOINTMENT OF SHRI. GHANSHYAM DASS (DIN: 01807011) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Ghanshyam Dass (DIN: 01807011), who was appointed by the Board of Directors as an Additional Director (Non-Executive and Independent) of the Board of the Company for a period of Five Years with effect from 29th October,2022 up-to 28<sup>th</sup> October, 2027, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, and who holds office as an Additional Director and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as an Independent Director of the company , not liable to retire by rotation.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of Mr. Ghanshyam Dass (DIN: 01807011), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment, as an Independent Director of the Company, be and is hereby approved.”

**“RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) or Company secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite Documents, E-forms with Ministry of Corporate Affairs or submission of documents with any other Regulatory authority including Stock Exchanges for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

## **3. APPOINTMENT OF SHRI. SARAT KUMAR MALIK (DIN: 09791314) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Sarat Kumar Malik (DIN: 09791314), who was appointed by the Board of Directors as an Additional Director (Non-Executive and Independent) of the Board of the Company for a period of Five Years with effect from 04<sup>th</sup> January,2023 up-to 03<sup>rd</sup> January,2028, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, and who holds office as an Additional Director and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as an Independent Director of the company , not liable to retire by rotation.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of Dr. Sarat Kumar Malik (DIN: 09791314), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment, as an Independent Director of the Company, be and is hereby approved.”

**“RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) or Company secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite Documents, E-forms with Ministry of Corporate Affairs or submission of documents with any other Regulatory authority including Stock Exchanges for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

#### **4.TO CREATE, OFFER, ISSUE AND ALLOT CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations

made thereunder, (“the Act”), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listing agreements entered into by the Company with National Stock Exchange of India Limited, the applicable provisions of the Foreign Exchange Management Act, 1999, and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, each as amended and subject to other applicable rules, regulations, guidelines, notifications or clarification issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India, the Reserve Bank of India and/ or any other competent authorities to the extent applicable, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including National Stock Exchange of India Limited (“Stock Exchange”), as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted/to be constituted Board of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches of up to 4,65,50,000 (Four Crores Sixty Five Lakh Fifty Thousand Only) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of INR 1/- (Rupee One only)/- each (“Warrants”) at a price of INR 20/- each payable in cash (“Warrants Issue Price”), aggregating up to INR 93,10,00,000 (Ninety Three Crores Ten Lakhs Only) which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to following persons being a non-promoter group entity (hereinafter referred to as “Proposed Allottee”), by way of preferential issue in accordance with the terms of the Warrants on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act, as the Board may determine.”

<b>Sr.No</b>	<b>Name of the Proposed Allottee</b>	<b>No of Equity Warrants to be issued</b>
1	Manami Construction Company Pvt Ltd	50,00,000
2	Kuber Securities	50,00,000
3	Karishma Bhatia	5,00,000
4	Kunal Ashok Nahar	2,50,000
5	Silver Stallion Limited	1,00,00,000
6	Mriidul Singhania	25,00,000
7	Fiduciary Euromax Capital Markets Pvt Ltd	10,00,000
8	Priti Vijay Kumar Shah	3,00,000

9	Rahul Vaidya	2,50,000
10	Akaash Kumar Bhat	2,50,000
11	Satelite Forging Pvt Ltd	50,00,000
12	Semai Trading LLP	5,00,000
13	Sanjay Bagrodia	5,00,000
14	Nital Nishith Shah	25,00,000
15	Babita Mittal	10,00,000
16	Renu Aggarwal	10,00,000
17	Pooja Garg	10,00,000
18	Vikas Garg	10,00,000
19	Ravi Maniram Arya	10,00,000
20	R Vasant Kumar & Sons	5,00,000
21	Ariba Aadil Shaikh	5,00,000
22	Urvi Thakkar	10,00,000
23	Moheet Vinodkumar Agrawal	5,00,000
24	Nikunj Mehta	5,00,000
25	Deepa Jain	5,00,000
26	VSS Iron and Minerals Pvt Ltd	12,50,000
27	Aryan Mining and Trading Corpn Pvt Ltd	12,50,000
28	Shree Salasar Properties & Finance Pvt. Ltd.	10,00,000
29	Sushila Saraogi	2,50,000
30	Ranjana Saraogi	2,50,000
31	Amit Sonthalia	2,50,000
32	Sumit Sonthalia	2,50,000
	<b>TOTAL</b>	<b>4,65,50,000</b>

**“RESOLVED FURTHER THAT** in terms of the provisions of ICDR Regulations, the ‘Relevant Date’ shall be 29<sup>th</sup> December, 2022, being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting.”

**“RESOLVED FURTHER THAT** the preferential issue is of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions apart from others prescribed under applicable laws:

- a) The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b) 50% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holders will be required to make further payments equivalent to 25% of the Warrants Issue Price after 09 months from the date of allotment of the Warrants. The warrant holders will be required to make

Final payments equivalent to 25% of the Warrants Issue Price within 18 months from the date of allotment of the Warrants at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

- c) The Warrants shall not carry any voting rights until they are converted into equity shares.
- d) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ("Conversion Notice") to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ("Conversion Date"). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant exercise amount by the Warrant holder to the designated bank account of the Company.
- e) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
- f) 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 and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.
- g) The pre-preferential allotment shareholding of the Proposed Allottee, if any, in the Company, the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.
- h) The Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company.
- i) The equity shares allotted upon conversion of the Warrants will be listed on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be."

**“RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, and key managerial personnel of the Company, be and is hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, effecting 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, making applications to the stock exchanges for obtaining in-principle approvals, filing requisite documents with the MCA, Stock Exchange and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of Warrants without being required to seek any further consent or approval of the members of the Company.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to 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.”

**By order of the Board of Directors  
For Spacenet Enterprises India Limited**

**Sd/-  
M. Chowda Reddy  
Company Secretary  
Membership No: A48009**

**Date: 04<sup>th</sup> January,2022**

**Place: Hyderabad**

**Registered Office:**

**CIN: L72200TG2010PLC068624**

**Plot No.114, Survey No.66/2,**

**Raidurgam, Prasanth Hills,**

**Gachibowli,Nav Khalsa ,**

**Serilingampally , Ranga Reddy,**

**Hyderabad-500008, Telangana, India.**

**NOTES FOR MEMBERS:**

In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021, 2/2022 dated 5th May, 2022, and 11/2022 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs ("MCA") read with Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and other relevant circulars issued by the Securities and Exchange Board of India ("SEBI"), from time to time (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold EGM through Video Conference ("VC") or Other Audio Visual Means ("OAVM") up-to 30<sup>th</sup> September, 2023, without physical presence of members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being convened through VC/OAVM and the venue of the EGM shall be deemed to be the registered office of the Company.

- a. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being proposed to be held pursuant to the said MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the proxy form and the attendance slip are not attached to this Notice.
- b. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), in respect of items of special business is annexed hereto.
- c. As per Regulation 40 of the Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019. Even the transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form with effect from 24th January, 2022. In view of this and to eliminate all the risks associated with physical shares and for the ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. M/s. CIL Securities Ltd, 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad-500 001. Telangana, India are the Registrar & Share Transfer Agents (RTA) of the Company. All communications in respect of share transfers, dematerialization and change in the address of the members may be communicated to the RTA by sending e mail to [rta@cilsecurities.com](mailto:rta@cilsecurities.com)
- d. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and are requested to send the relevant share certificates to the RTA/Company.
- e. Corporate members intending to allow their authorised representatives to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.



- f. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in a single name are advised, in their own interest to avail the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
- g. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number (PAN) either at the time of opening of the account or at any time subsequently. In case they have not furnished the PAN to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular ref.no. MRD/DOP/CIR-05/2009 dated May 20, 2009 made it mandatory to have PAN particulars for registration of physical share transfer requests. Based on the directive contained in the said circular, all share transfer requests are therefore to be accompanied with PAN details. Members holding shares in physical form can submit their PAN details to the Company / RTA.
- h. Members may also note that the notice of the Extra Ordinary General Meeting is available on the Company's website: <https://www.spacenetent.com/> All documents referred to in the accompanying notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection by the Members by writing an e-mail to the Company at [cs@spacenetent.com](mailto:cs@spacenetent.com)
- i. In compliance with the aforesaid MCA Circulars and SEBI Circulars notice of the Extra Ordinary General Meeting is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the notice of the Extra Ordinary General Meeting will also be available on the Company's website at <http://spacenetent.com/> on the website of the Stock Exchange National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
- j. To support 'Green Initiative', members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ their Depository Participants in respect of shares held in physical/electronic mode, respectively.
- k. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to the Notice.
- l. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standards on general meetings, information in respect of the Directors seeking appointment/re-appointment at the Extra Ordinary General Meeting is furnished in the annexure and forms part of the notice. The Directors have furnished the requisite consent / declaration for their appointment / re-appointment.

**CDSL E-VOTING SYSTEM – FOR E-VOTING AND JOINING EGM THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO-VISUAL MEANS (OAVM).**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines & circulars issued by the Ministry of Corporate Affairs (MCA). The forthcoming EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM only.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM, For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM, hence the proxy form and attendance slip including Route Map are not annexed to this notice, However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <http://spacenetent.com/> The Notice can also be accessed from the websites of the Stock Exchanges i.e., National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). And The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM i.e., [www.evotingindia.com](http://www.evotingindia.com)).

7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020; MCA Circular No. 17/2020 dated April 13, 2020; MCA Circular No. 20/2020 dated May 05, 2020 & MCA Circular No. 11/2022 dated December 28, 2022.
8. In continuation of Ministry's General Circular No. 14/2020, dated 08th April, 2020 and General Circular No. 03/2022, dated 05th May, 2022 and after due examination, it has been decided to allow companies to conduct their EGM through VC/OAVM, in accordance with the frame work provided in said circulars up-to 30th September,2023.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

1. **Book closure date:** The Register of Members and Share Transfer Books of the Company will remain closed from Sunday 22-01-2023 to Saturday 28-01-2023 (both days inclusive)
2. **Cut-off date:** Members whose names are 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., Saturday, 21-01-2023, shall be entitled to avail the facility of remote e-voting as well as e-voting during EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only, A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date shall be entitled to exercise his/her vote either electronically i.e., remote e-voting or e-voting during EGM by following the procedure mentioned in this part.
3. **E- Voting period:** The E- voting period begins on Tuesday 24-01-2023 at 09:00 AM(IST) and ends on Friday 27-01-2023 at 05:00 PM (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Saturday, 21-01-2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
4. In addition, the facility for e-voting through electronic voting system will be available during the EGM. Members attending the EGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e voting during the EGM. Members who have voted through remote e-voting shall be eligible to attend the EGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through CDSL.
5. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
6. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote

e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

7. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
8. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
9. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 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 in order to access e-Voting facility.
10. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders Holding Securities in Demat Mode With CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> </ol>

	<p>3) If the user is not registered for Easi/Easiest, 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>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders Holding Securities in Demat Mode With NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. 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. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company 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 or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (Holding</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be</p>

Securities in Demat Mode) Login Through Their Depository Participants	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 company 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 or joining virtual meeting & voting during the meeting.
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Important note: Members 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 for any technical issues related to login through Depository i.e., CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no 1800 22 55 33
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETINGS FOR PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING IN DEMAT FORM.**

- I. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- II. Click on "Shareholders" module.
- III. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- IV. Next enter the Image Verification as displayed and Click on Login.
- V. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- VI. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- VII. After entering these details appropriately, click on "SUBMIT" tab.
- VIII. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- IX. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- X. Click on the EVSN (for the relevant) "Spacenet Enterprises India Limited" on which you choose to vote.
- XI. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XIII. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XIV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XV. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- XVI. If a Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVII. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [cs@spacenetent.com](mailto:cs@spacenetent.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- I. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
- II. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- III. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- IV. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- V. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- VI. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.



- VII. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker shareholder by sending their request in advance at least 10 days prior to EGM mentioning their name, Demat account number/folio number, email id, mobile number at [cs@spacenetent.com](mailto:cs@spacenetent.com) The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 10 days prior to EGM mentioning their name, demat account number/folio number, email id, mobile number at [cs@spacenetent.com](mailto:cs@spacenetent.com) and These queries will be replied to by the company suitably by email.
- VIII. Those shareholders who have registered themselves as a speaker shareholder will only be allowed to express their views/ask questions during the meeting.
- IX. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- X. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the EGM.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:**

- i. For Physical shareholders:- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to email id [cs@spacenetent.com](mailto:cs@spacenetent.com) or [rtac@cilsecurities.com](mailto:rtac@cilsecurities.com)
- ii. For Demat shareholders: - Please update your email id & mobile no. with your respective Depository Participant (DP)
- iii. For Individual Demat shareholders: - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM& e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**GENERAL INSTRUCTIONS:**

The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date

The Company has appointed Shri. Desina Balarama Krishna (Cop. No. 22414), Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer, after scrutinizing the votes cast at the meeting through poll and through remote e-voting will, not later than 2 working days from the conclusion of the EGM, make a consolidated scrutinizer's report and submit the same to the Chairman.

The Voting results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company <http://spacenetent.com/> and on the website of [www.cdslindia.com](http://www.cdslindia.com) and the same voting results shall simultaneously be communicated to the Stock Exchanges not later than 2 working days from conclusion of EGM.

The voting result will be announced by the Chairman or any other person authorized by him within two days of the EGM.

**By order of the Board of Directors  
For Spacenet Enterprises India Limited**

**Sd/-  
M. Chowda Reddy  
Company Secretary  
Membership No: A48009**

**Date: 04<sup>th</sup> January,2022**

**Place: Hyderabad**

**Registered Office:**

**CIN: L72200TG2010PLC068624**

**Plot No.114, Survey No.66/2,**

**Raidurgam, Prasanth Hills,**

**Gachibowli,Nav Khalsa ,**

**Serilingampally , Ranga Reddy,**

**Hyderabad-500008, Telangana, India.**

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and / or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**ITEM NO.1:**

**TO APPOINT SHRI. SETHURATHNAM RAVI (DIN: 00009790) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY**

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on 29th October, 2022, appointed Shri. Sethurathnam Ravi (DIN: 00009790), as an Additional Director (Non-Executive and Non-Independent) and Chairman of the Company subject to the approval of the Members.

According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), Shri. Sethurathnam Ravi shall hold office as Additional Director and is eligible to be appointed as a Director.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his Candidature for the office of Director. The profile and specific areas of expertise of Shri. Sethurathnam Ravi are provided as Annexure to this Notice. Shri. Sethurathnam Ravi has given his declaration to the Board that he is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director. In the opinion of the Board, Shri. Sethurathnam Ravi is a person of integrity, possesses the relevant expertise/experience, and fulfils the conditions specified in the Act and the Listing Regulations for appointment as Director.

The Board is of the view that Shri. Sethurathnam Ravi's knowledge, skills, expertise and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommends his appointment as a Director (Non-Executive and Non-Independent) and chairman of the Company as set out in the Ordinary Resolution at Item No.01 of the accompanying Notice for approval by the Members of the Company.

Except for Shri. Sethurathnam Ravi and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

**ITEM NO.2:**

**APPOINTMENT OF SHRI. GHANSHYAM DASS (DIN: 01807011) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on 29th October, 2022, appointed Shri. Ghanshyam Dass (DIN: 01807011), as an Additional Director of the Company and also as an Independent

Director, not liable to retire by rotation, for a term of five years i.e. from 29th October,2022 up-to 28<sup>th</sup> October,2027 subject to the approval of the Members. According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), Shri. Ghanshyam Dass (DIN: 01807011), holding office as Additional Director and is eligible to be appointed as a director.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his Candidature for the office of Director. The profile and specific areas of expertise of Mr. Ghanshyam Dass (DIN: 01807011), are provided as Annexure to this Notice. Shri. Ghanshyam Dass (DIN: 01807011), has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director. In the opinion of the Board, Shri. Ghanshyam Dass (DIN: 01807011), is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Shri. Ghanshyam Dass (DIN: 01807011), on the Board of the Company and accordingly the Board recommends the appointment of Mr. Ghanshyam Dass (DIN: 01807011), as an Independent Director as proposed in the Resolution no.02 for approval by the Members as an Ordinary Resolution.

Except for Shri. Ghanshyam Dass (DIN: 01807011), and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The terms and condition of appointment of the Independent Directors are uploaded on the website of the Company <https://www.spacenetent.com/> and is available for inspection.

### **ITEM NO.3:**

#### **APPOINTMENT OF SHRI. SARAT KUMAR MALIK (DIN: 09791314) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on 04<sup>th</sup> January, 2023 appointed Dr. Sarat Kumar Malik (DIN: 09791314), as an Additional Director of the Company and also as an Independent Director, not liable to retire by rotation, for a term of five years i.e., from 04<sup>th</sup> January, 2023 up-to 03<sup>rd</sup> January, 2028 subject to the approval of the Members. According to the

provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), Dr. Sarat Kumar Malik (DIN: 09791314), shall hold office as Additional Director is eligible to be appointed as a Director.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his Candidature for the office of Director. The profile and specific areas of expertise of Dr. Sarat Kumar Malik (DIN: 09791314), are provided as Annexure to this Notice. Dr. Sarat Kumar Malik (DIN: 09791314), has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director. In the opinion of the Board, Dr. Sarat Kumar Malik (DIN: 09791314), is a person of integrity, possesses the relevant expertise/experience, and fulfils the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Dr. Sarat Kumar Malik (DIN: 09791314), on the Board of the Company and accordingly the Board recommends the appointment of Dr. Sarat Kumar Malik (DIN: 09791314), as an Independent Director as proposed in the Resolution No.03 for approval by the Members as an ordinary Resolution.

Except for Dr. Sarat Kumar Malik (DIN: 09791314), and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The terms and condition of appointment of the Independent Directors are uploaded on the website of the Company <https://www.spacenetent.com/> and is available for inspection.

#### **Item No. 4**

#### **TO CREATE, OFFER, ISSUE AND ALLOT CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS:**

The Board of Directors of the Company in their meeting held on 04<sup>th</sup> January,2023 approved issuance of 4,65,50,000 (Four Crores Sixty Five Lakh Fifty Thousand Only) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of INR 01/- each ("Warrants") at a price of INR 20 each payable in cash ('Warrants Issue Price'), aggregating up to INR 93,10,00,000 (Ninety Three Crores Ten Lakhs Only) which may be exercised in one or more tranches during the period commencing from the date of allotment of

the Warrants until expiry of 18 (eighteen) months, to 'Proposed Allottees', not being members of the promoter group, by way of a preferential issue through private placement offer, who have agreed to subscribe to the proposed preferential issue and has confirmed their eligibility in terms of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'ICDR Regulations').

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

The Board therefore, seeks approval of the members as set out in the notice, by way of Special Resolution to issue and allot convertible Equity warrants on preferential basis to the proposed allottees.

**The salient features of the preferential issue, Necessary information/details/disclosures in respect of the proposed Preferential Issue of Warrants in terms of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 & Rule 13(2) (d) of the Companies (Share Capital and Debentures) Rules, 2014 are set out below:**

**1) Objects of the preferential issue;**

The proceeds of the preferential issue will be utilized for any one or in combination with any one or more of the purposes such as:

- To invest up-to Rs.50 Crores in BillMart FinTech Private Limited, a Bill Discounting Platform, to increase the equity holding of the Company by way of subscription to the equity shares of Bill Mart Fin Tech Private Limited.
- To invest up-to Rs. 28.10 Crores in Emerging Fin-tech start-up companies
- Utilization of Rs.15Crores as Working Capital for Spacenet Enterprises India Limited for trade and trade tech business.

**2) Maximum number of specified securities to be issued;**

The resolution set out in the accompanying notice authorises the Board to issue and allot from time to time in one or more tranches of up to 4,65,50,000 (Four Crores Sixty Five Lakh Fifty Thousand Only) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of INR 01 /- ( Rupee One Only) each ("**Warrants**") at a price of INR 20 each payable in cash ("**Warrants Issue Price**"), aggregating up to INR 93,10,00,000 (Ninety Three Crores Ten Lakhs Only).

50% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holders will be required to make further payments equivalent to 25% of the Warrants Issue Price after 09 months from the date of allotment of the Warrants.

The warrant holders will be required to make Final payments equivalent to 25% of the Warrants Issue Price within 18 months from the date of allotment of the Warrants at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

**3) Particulars of the offer including date of passing of Board resolution;**

The Board of Directors of the Company at their meeting held on Wednesday, January 04<sup>th</sup>, 2023 proposed to issue and allot up-to 4,65,50,000 (Four Crores Sixty Five Lakh Fifty Thousand Only) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of INR 01 /- ( Rupee One Only) each (“**Warrants**”) at a price of INR 20/- ( Rupees Twenty Only) each payable in cash (“**Warrants Issue Price**”), aggregating up to INR 93,10,00,000 (Ninety Three Crores Ten Lakhs Only).

The price of each equity share to be issued in lieu of warrants is fixed at Rs. 20/- (Rupees Twenty only) per share as determined in terms of SEBI (ICDR) Regulations.

**4) Kind of securities offered and the price at which security is being offered:**

Up-to 4,65,50,000 (Four Crores Sixty Five Lakh Fifty Thousand Only) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of INR 01 /- ( Rupee One Only) each (“**Warrants**”) at a price of INR 20 /- (Rupees Twenty only) each payable in cash (“**Warrants Issue Price**”), aggregating up to INR 93,10,00,000 (Ninety Three Crores Ten Lakhs Only).

**5) Basis or justification for the price (including premium, if any) at which the offer or invitation is being made , Report of independent registered valuer:**

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (“NSE”). The equity shares were infrequently traded, where traded turnover on NSE during the 240 trading days preceding the relevant date, is less than ten per cent of the total number of shares of the Company.

The issue price of each Convertible Equity Warrants has been fixed at Rs. 20/- (Rupees Twenty only) taking into account the valuation report dated 02nd January,2023 issued by Mr. Dhileep Kumar Ganta, Registered Valuer ( Regn no: IBBI/RV/06/2019/11171) H NO 7-1-636/12 1st Floor, Model Colony, Beside ESI Hospital, Sunder Nagar Colony, S R Nagar, Hyderabad, Telangana-500038 in accordance with ICDR Regulations (“Valuation Report”) in which the fair value of each equity share of the Company of face value of Re. 1/- (one) each has been determined as Rs. 17.58/- (Rupees Seventeen and Fifty Eight Paise Only).

The Valuation Report is available for inspection by the members and the same may be accessed on the Company's website at the link: <https://www.spacenetent.com/>

It is to be noted that the Articles of Association of the Company provide for a valuation report from the registered valuer for determination of the issue price for the preferential issue of securities.

In view of the above, the Board of the Company has fixed the Warrant Issue price (i.e. the price including the Warrant Subscription Price and the Warrant Exercise Price) of Rs. 20/- (Rupees Twenty Only) determined in compliance with the requirements of the ICDR Regulations.

**6) Relevant date:**

The 'Relevant Date' as per ICDR Regulations is fixed as 29<sup>th</sup> December,2022 i.e., 30 (thirty) days prior to the date of the Extraordinary General Meeting

**7) Name and address of valuer who performed valuation;**

The valuation report dated, 2nd January,2023 issued by Mr. Dhileep Kumar Ganta, Registered Valuer ( Regn no: IBBI/RV/06/2019/11171) H NO 7-1-636/12 1st Floor, Model Colony, Beside ESI Hospital, Sunder Nagar Colony, S R Nagar, Hyderabad, Telangana-500038.

**8) Amount which the Company intends to raise by way of such securities;**

The Board of Directors of the Company at their meeting held on Wednesday, January 04<sup>th</sup>, 2023 proposed to issue and allot 4,65,50,000 (Four Crores Sixty Five Lakh Fifty Thousand Only) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of INR 01 /- ( Rupee One Only) each ("**Warrants**") at a price of INR 20 each payable in cash ("**Warrants Issue Price**"), aggregating up to INR 93,10,00,000 (Ninety Three Crores Ten Lakhs Only).

The price of each equity share to be issued in lieu of warrants is fixed at Rs. 20/- (Rupees Twenty only) per share as determined in terms of ICDR Regulations.

**9) Material terms of raising such securities,**

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 and Articles of Association of the Company and shall rank *pari passu* with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.

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

In accordance with Regulation 170 of the ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 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 days from the date of such approval(s) or permission(s).

**11) Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer;**

None of the promoters, Directors or Key Managerial Personnel of the issuer intends to subscribe to the offer and further as on the date of this notice they do not intend to contribute for the furtherance of the objects

**12) Lock-in:**



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

### 13) Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares which will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank *pari passu* with the existing equity shares of the Company in all respects, including dividend.

### 14) Name of the proposed allottee, class and The percentage (%) of Post Preferential Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Preferential Issue:

Sr. No.	Name of the proposed allottee(s)	Category	Holding Pre-Preferential Issue		No. of Convertible Warrants to be allotted	Holding – Post Preferential issue after conversion of warrants (assuming full conversion)	
			No. of Shares	%		No. of Shares	%
1	Manami Construction Company Pvt Ltd	Non Promoter	NIL	--	50,00,000	50,00,000	0.87
2	Kuber Securities	Non Promoter	NIL	--	50,00,000	50,00,000	0.87
3	Karishma Bhatia	Non Promoter	NIL	--	5,00,000	5,00,000	0.09
4	Kunal Ashok Nahar	Non Promoter	NIL	--	2,50,000	2,50,000	0.04
5	Silver Stallion Limited	Non Promoter	NIL	--	1,00,00,000	1,00,00,000	1.73
6	Mriidul Singhania	Non Promoter	NIL	--	25,00,000	25,00,000	0.43
7	Fiduciary Euromax Capital Markets Pvt Ltd	Non Promoter	NIL	--	10,00,000	10,00,000	0.17
8	Priti Vijay Kumar Shah	Non Promoter	NIL	--	3,00,000	3,00,000	0.05
9	Rahul Vaidya	Non Promoter	NIL	--	2,50,000	2,50,000	0.04

10	Akaash Kumar Bhat	Non Promoter	NIL	--	2,50,000	2,50,000	0.04
11	Satelite Forging Pvt Ltd	Non Promoter	NIL	--	50,00,000	50,00,000	0.87
12	Semai Trading LLP	Non Promoter	NIL	--	5,00,000	5,00,000	0.09
13	Sanjay Bagrodia	Non Promoter	NIL	--	5,00,000	5,00,000	0.09
14	Nital Nishith Shah	Non Promoter	NIL	--	25,00,000	25,00,000	0.43
15	Babita Mittal	Non Promoter	NIL	--	10,00,000	10,00,000	0.17
16	Renu Aggarwal	Non Promoter	NIL	--	10,00,000	10,00,000	0.17
17	Pooja Garg	Non Promoter	NIL	--	10,00,000	10,00,000	0.17
18	Vikas Garg	Non Promoter	NIL	--	10,00,000	10,00,000	0.17
19	Ravi Maniram Arya	Non Promoter	NIL	--	10,00,000	10,00,000	0.17
20	R Vasant Kumar & Sons	Non Promoter	NIL	--	5,00,000	5,00,000	0.09
21	Ariba Aadil Shaikh	Non Promoter	NIL	--	5,00,000	5,00,000	0.09
22	Urvi Thakkar	Non Promoter	NIL	--	10,00,000	10,00,000	0.17
23	Moheet Vinodkumar Agrawal	Non Promoter	NIL	--	5,00,000	5,00,000	0.09
24	Nikunj Mehta	Non Promoter	NIL	--	5,00,000	5,00,000	0.09
25	Deepa Jain	Non Promoter	NIL	--	5,00,000	5,00,000	0.09
26	VSS Iron and Minerals Pvt Ltd	Non Promoter	NIL	--	12,50,000	12,50,000	0.22
27	Aryan Mining and Trading Corpn Pvt Ltd	Non Promoter	NIL	--	12,50,000	12,50,000	0.22
28	Shree Salasar Properties & Finance Pvt. Ltd.	Non Promoter	NIL	--	10,00,000	10,00,000	0.17
29	Sushila Saraogi	Non Promoter	NIL	--	2,50,000	2,50,000	0.04
30	Ranjana Saraogi	Non Promoter	NIL	--	2,50,000	2,50,000	0.04
31	Amit Sonthalia	Non Promoter	NIL	--	2,50,000	2,50,000	0.04
32	Sumit Sonthalia	Non Promoter	NIL	--	2,50,000	2,50,000	0.04

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of convertible warrants including conversion thereof into equity.

**15) 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:**

Sr. No.	Name of the proposed allottee(s)	Category	The 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	
			Name	% of Equity Holding
1	Manami Construction Company Pvt Ltd	Non Promoter	Rahul Bagaria	100.00
2	Kuber Securities	Non Promoter	Vikas Malu	55.00
3	Karishma Bhatia	Non Promoter	N. A	-
4	Kunal Ashok Nahar	Non Promoter	N. A	-
5	Silver Stallion Limited	Non Promoter	Amul Mahendra Shah	Not Applicable
6	Mriidul Singhania	Non Promoter	N. A	-
7	Fiduciary Euromax Capital Markets Pvt Ltd	Non Promoter	Pancholi Harshad;	50.09
8	Priti Vijay Kumar Shah	Non Promoter	N. A	-
9	Rahul Vaidya	Non Promoter	N. A	-
10	Akaash Kumar Bhat	Non Promoter	N. A	-
11	Satelite Forging Pvt Ltd	Non Promoter	Anubhav Dham; Anjali Malhotra; Anita Dham	45.82
12	Semai Trading LLP	Non Promoter	Kamala R. Jhawar Vinit R. Jhawar	15.00 15.00
13	Sanjay Bagrodia	Non Promoter	N. A	-
14	Nital Nishith Shah	Non Promoter	N. A	-
15	Babita Mittal	Non Promoter	N. A	-
16	Renu Aggarwal	Non Promoter	N. A	-
17	Pooja Garg	Non Promoter	N. A	-
18	Vikas Garg	Non Promoter	N. A	-
19	Ravi Maniram Arya	Non Promoter	N. A	-

20	R Vasant Kumar & Sons	Non Promoter	Jasmin Shah Rinkin Shah	15 15
21	Ariba Aadil Shaikh	Non Promoter	N. A	-
22	Urvi Thakkar	Non Promoter	N. A	-
23	Moheet Vinodkumar Agrawal	Non Promoter	N. A	-
24	Nikunj Mehta	Non Promoter	N. A	-
25	Deepa Jain	Non Promoter	N. A	-
26	VSS Iron and Minerals Pvt Ltd	Non Promoter	Vatsal Saraf	49.49
27	Aryan Mining and Trading Corp Pvt Ltd	Non Promoter	Pradeep Kumar Saraf	2.46
28	Shree Salasar Properties & Finance Pvt. Ltd.	Non Promoter	Sushila Saraogi	25.08
29	Sushila Saraogi	Non Promoter	N. A	-
30	Ranjana Saraogi	Non Promoter	N. A	-
31	Amit Sonthalia	Non Promoter	N. A	-
32	Sumit Sonthalia	Non Promoter	N. A	-

**16) The current and proposed status of the allottee (s) post Preferential Issue namely, promoter or non-promoter:**

Sr.No	Name of the Proposed Allottee	Current Status of the Proposed Allottee	Proposed Status of the Proposed Allottee post the preferential issue
1	Manami Construction Company Pvt Ltd	Non Promoter	Non Promoter
2	Kuber Securities	Non Promoter	Non Promoter
3	Karishma Bhatia	Non Promoter	Non Promoter
4	Kunal Ashok Nahar	Non Promoter	Non Promoter
5	Silver Stallion Limited	Non Promoter	Non Promoter
6	Mriidul Singhanian	Non Promoter	Non Promoter
7	Fiduciary Euromax Capital Markets Pvt Ltd	Non Promoter	Non Promoter
8	Priti Vijay Kumar Shah	Non Promoter	Non Promoter
9	Rahul Vaidya	Non Promoter	Non Promoter
10	Akaash Kumar Bhat	Non Promoter	Non Promoter
11	Satelite Forging Pvt Ltd	Non Promoter	Non Promoter
12	Semai Trading LLP	Non Promoter	Non Promoter
13	Sanjay Bagrodia	Non Promoter	Non Promoter
14	Nital Nishith Shah	Non Promoter	Non Promoter
15	Babita Mittal	Non Promoter	Non Promoter
16	Renu Aggarwal	Non Promoter	Non Promoter
17	Pooja Garg	Non Promoter	Non Promoter
18	Vikas Garg	Non Promoter	Non Promoter
19	Ravi Maniram Arya	Non Promoter	Non Promoter
20	R Vasant Kumar & Sons	Non Promoter	Non Promoter
21	Ariba Aadil Shaikh	Non Promoter	Non Promoter
22	Urvi Thakkar	Non Promoter	Non Promoter
23	Moheet Vinodkumar Agrawal	Non Promoter	Non Promoter
24	Nikunj Mehta	Non Promoter	Non Promoter

25	Deepa Jain	Non Promoter	Non Promoter
26	VSS Iron and Minerals Pvt Ltd	Non Promoter	Non Promoter
27	Aryan Mining and Trading Corpn Pvt Ltd	Non Promoter	Non Promoter
28	Shree Salasar Properties & Finance Pvt. Ltd.	Non Promoter	Non Promoter
29	Sushila Saraogi	Non Promoter	Non Promoter
30	Ranjana Saraogi	Non Promoter	Non Promoter
31	Amit Sonthalia	Non Promoter	Non Promoter
32	Sumit Sonthalia	Non Promoter	Non Promoter

**17) Shareholding pattern of the issuer before and after the preferential issue;**

Particulars	Pre-issue shareholding		Post issue shareholding	
	No. of shares	Shareholding %	No. of shares	Shareholding %
<b>A. PROMOTER SHAREHOLDING</b>				
1. Indian	8,81,04,371	16.61	8,81,04,371	15.27
a. Individuals/Hindu undivided Family				
b. State Government(s)	--	--	--	--
c. Financial Institutions/Banks	--	--	--	--
d. Any Other (specify)	--	--	--	--
Sub-Total (A)(1)	8,81,04,371	16.61	8,81,04,371	15.27
2. Foreign	--	--	--	--
a. Individuals(Non-Resident Individuals/Foreign Individuals)	--	--	--	--
b. Government	--	--	--	--
c. Institutions	--	--	--	--
d. Foreign Portfolio Investor	--	--	--	--
e. Any Other (specify)	--	--	--	--
Sub-Total (A)(2)	--	--	--	--
Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	<b>8,81,04,371</b>	<b>16.61</b>	<b>8,81,04,371</b>	<b>15.27</b>
<b>B. PUBLIC SHAREHOLDING</b>				
1. Institutions	--	--	--	--
a. Mutual Funds/	--	--	--	--
b. Venture Capital Funds	--	--	--	--
c. Alternate Investment Funds	--	--	--	--
d. Foreign Venture Capital Investors	--	--	--	--
e. Foreign Portfolio Investors	--	--	--	--
f. Financial Institutions/Banks	--	--	--	--
g. Insurance Companies	--	--	--	--

h. Provident Funds/ Pension Funds	--	--	--	--
i. Any Other(Bodies Corporate)	--	--	--	--
Sub-Total (B)(1)	--	--	--	--
2. Central Government/ State Government(s)/ President of India	--	--	--	--
Sub-Total (B)(2)	--	--	--	--
3. Non-institutions				
a. Individuals -	6,49,60,467	12.25	8,65,10,467	15.00
b. NBFCs registered with RBI	--	--	--	--
c. Employee Trusts	--	--	--	--
d. Overseas Depositories (holding DRs) (balancing figure)	--	--	--	--
e. Any Other (specify)				
Non-Resident Indian (NRI)	5,06,239	0.1	5,06,239	0.09
Bodies Corporate	37,67,40,389	71.04	40,17,40,389	69.64
Clearing member	2,239	0	2,239	--
HUF	43,885	0.01	43,885	
Foreign Portfolio Investor (Corporate)	784	0	784	--
<b>Sub-Total (B)(3)</b>	<b>44,22,54,003</b>	<b>83.40</b>	<b>48,88,04,003</b>	<b>84.73</b>
Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	<b>442254003</b>	<b>83.40</b>	<b>48,88,04,003</b>	<b>84.73</b>
<b>C. NON PROMOTER- NON PUBLIC SHAREHOLDING</b>				
1. Custodian/DR Holder	--	--	--	--
2. Employee Benefit Trust	--	--	--	--
3. Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)	--	--	--	--
<b>GRAND TOTAL (A+B+C)</b>	<b>53,03,58,374</b>	<b>100.00</b>	<b>57,69,08,374</b>	<b>100.00</b>

**Notes:**

- 1) The Pre-Issue Shareholding Pattern is based on for the quarter ended 31<sup>st</sup> December, 2022.
- 2) In order to keep total % of shareholding as 100%, the % of each category has been rounded off in the best possible manner.
- 3) The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full conversion of warrants to be allotted under the present issue.
- 4) It is further assumed that shareholding of the Company in all other categories will remain unchanged.

The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.

**18) Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so;**

The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so.

**19) Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.**

The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder

**20) Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower.**

The Company hereby undertakes that:

- a) None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- b) The Company is eligible to make the Preferential Issue to the Proposed Allottee under Chapter V of the ICDR Regulations.

**21) Certificate of Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of these regulations.**

A certificate dated 04<sup>th</sup> January, 2023 from CS D Balarama Krishna, Practicing Company Secretary, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will be also available on the Company's website and will be accessible at link <https://www.spacenetent.com/>

**22) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable since the proposed preferential allotment is to be made for cash

**23) Principle terms of assets charged as securities: NOT APPLICABLE**

**24) No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company had allotted 37,22,00,000 (Thirty-Seven Crores, Twenty-Two Lakh only) Equity shares of the face value of Rs. 01/- (Rupees One Only) each fully paid up at an issue price of Rs.

01/- (Rupees One Only) per Equity share to the following non-Promoters allottees on 24th January, 2022 on a preferential basis in terms of Sections 62(3) of the Companies Act, 2013 and rules made thereunder and SEBI (ICDR) Regulations:

<b>Sr.No</b>	<b>Name Of the Allottee</b>	<b>Number Of shares Allotted</b>
1	APR Properties Private Limited	1,00,00,000
2	Atambhu Buildwell Private Limited	1,00,00,000
3	Basukinath Properties Private Limited	2,25,00,000
4	Black Hawk Properties Private Limited	3,00,00,000
5	Chanakya Finvest Private Limited	1,00,00,000
6	Cognizance Education Private Limited	55,00,000
7	Goldstone Trading Company Private Limited	2,00,00,000
8	Horizone Realcon Private Limited	1,00,00,000
9	Matis Enterprises Private Limited	12,92,00,000
10	Medisysinfo Medical Information Tech Private Limited	1,75,00,000
11	Meshuga Private Limited	1,00,00,000
12	Realstone Trading Company Private Limited	3,00,00,000
13	Reba Securities Private Limited	2,00,00,000
14	Sparkle AI Private Limited	25,00,000
15	Suvi Rubber Private Limited	1,00,00,000
16	Triple Rank Vinimay Private Limited	2,00,00,000
17	Turtle Crest Investment and advisory Private Limited	1,00,00,000
18	Zain Exim Private Limited	50,00,000
	<b>Total</b>	<b>37,22,00,000</b>

**25) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR)**

**Regulations;**

**26) The proposed allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.**

**Other disclosures:**

During the period from April 1, 2022, until the date of Notice of this EGM, the Company has not made any preferential issue of equity shares.

The Company has obtained the report of the registered value as required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations, which is made available on the website of the Company at <https://www.spacenetent.com/>

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of warrants under the Preferential Issue is for a cash consideration.

Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date and they further confirmed that they are eligible under SEBI ICDR Regulations to undertake the preferential issue.



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 under this notice except and to the extent of their shareholding in the Company.

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 Proposed Allottee is being sought by way of a special resolution as set out under this Notice.

Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution under the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot convertible warrants as specifically described in the resolutions set out at Item No.04 of this Notice.

None of Director, Key Managerial Personnel and their respective relatives are, in anyway, concerned or interested, financially or otherwise in the proposed resolution.

**By order of the Board of Directors  
For Spacenet Enterprises India Limited**

**Sd/-  
M. Chowda Reddy  
Company Secretary  
Membership No: A48009**

**Date: 04<sup>th</sup> January,2022**

**Place: Hyderabad**

**Registered Office:**

**CIN: L72200TG2010PLC068624**

**Plot No.114, Survey No.66/2,**

**Raidurgam, Prasanth Hills,**

**Gachibowli,Nav Khalsa ,**

**Serilingampally , Ranga Reddy,**

**Hyderabad-500008, Telangana, India.**

## Annexure-1

### Details of Directors seeking appointment (Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations-2015 and Secretarial Standards on General Meetings)

Name of Director	Shri. Sethurathnam Ravi
Director Identification Number (DIN)	00009790
Designation/ category of the Director	Non-Executive Director & Chairman
Date of Birth	12-07-1959
Date of the first appointment on the Board	29th October,2022
Qualification, Brief Profile, Experience, and Expertise in specific functional areas	<ul style="list-style-type: none"><li>• Dr. Sethurathnam Ravi is a doctorate in finance and is a practicing Chartered Accountant, having over 33 years of experience.</li><li>• He holds a diploma in Information System Audit (DISA) and is an Associate Member of Association of Certified Fraud Examiners (CFE), USA.</li><li>• He is also a registered Insolvency Resolution Professional.</li><li>• He is the Founder and Managing Partner of Ravi Rajan &amp; Co. LLP, a chartered accountancy firm specializing in Forensic and Insolvency assignments, Finance &amp; Management, Turn around Strategies, Business Valuations, Brand and Share Valuation, Assurance, Audit and Taxation.</li><li>• He also served as the Chairman of BSE Limited</li><li>• He is the Chairman and Director of Tourism Finance Corporation of India Ltd.</li><li>• He, also, serves on the boards of Aditya Birla Health Insurance Company Ltd., Star Union Dai-ichi Life Insurance Company Ltd, SBI Payment Services Pvt. Ltd. and IIFL Asset Management Ltd., etc.</li><li>• He also served as the Chairman and Director of UTI Trustee Company Pvt Ltd.</li></ul>

	<ul style="list-style-type: none"> <li>• He served on the boards of BHEL, HAL, Union Bank and LIC Housing Finance.</li> <li>• He regularly contributes to various financial dailies and is, also, often invited by regulatory bodies, like ICAI, RBI and SEBI, and educational institutions to give Lectures &amp; hold panel discussions, etc.</li> </ul>
Directorships held in other companies including listed companies.	<ol style="list-style-type: none"> <li>1. Usha Martin Limited</li> <li>2. Tourism Finance Corporation Of India limited</li> <li>3. Aditya Birla ARC Limited</li> <li>4. Aditya Birla Health Insurance Co.Limited</li> <li>5. Star Union Dai-Ichi Life Insurance company Limited</li> <li>6. Ebixcash Limited</li> <li>7. Billmart Fintech Private Limited</li> <li>8. S Ravi Financial Management Services private Limitd</li> <li>9. IIFL Asset Management Limited</li> </ol>
Name of listed entities from which the person has resigned in the past three years	BSE Limited
Memberships / Chairmanships of committees of other companies including listed companies as of the date of this Notice	<ol style="list-style-type: none"> <li><b>1. Aditya Birla Health Insurance Co.Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee (Chairman)</li> </ul> </li> <li><b>2. Aditya Birla ARC Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee (Member)</li> <li>• Nomination and Remuneration Committee (Chairman)</li> </ul> </li> <li><b>3. IIFL Asset Management Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee (Member)</li> </ul> </li> <li><b>4. Star Union Dai-Ichi Life Insurance company Limited</b> <ul style="list-style-type: none"> <li>• Audit &amp; Ethics Committee (Chairman)</li> <li>• Nomination and Remuneration Committee (Member)</li> <li>• Risk Management Committee (Chairman)</li> <li>• With Profit Committee (Chairman)</li> </ul> </li> <li><b>5. Tourism Finance Corporation Of India limited</b> <ul style="list-style-type: none"> <li>• Audit Committee (Member)</li> <li>• CSR Committee (Chairman)</li> <li>• Risk Management Committee (Chairman)</li> <li>• Out sourcing Committee (Chairman)</li> <li>• Selection Committee constituted specifically for appointment of MD/CEO (Chairman)</li> </ul> </li> <li><b>6. Usha Martin Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee (Member)</li> </ul> </li> </ol>

	<ul style="list-style-type: none"> <li>• Stakeholders Relationship committee (Chairman)</li> <li>• Nomination and Remuneration Committee (Member)</li> <li>• Finance Committee (Chairman)</li> <li>• Risk Management Committee (Member)</li> </ul>
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	NOT APPLICABLE
Number of Meetings of the Board attended during the year	01
Shareholding in the Company including shareholding as a beneficial owner	NIL
Terms and Conditions of appointment	Appointment as a Non-Executive & Non-Independent Director For the detailed terms and conditions of appointment, please refer Company's website: <a href="https://www.spacenetent.com/">https://www.spacenetent.com/</a>
Details of Remuneration sought to be paid.	He shall be paid remuneration in the capacity of Non-Executive Director, by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings, as may be decided by the Board from time to time
Remuneration last drawn	NIL
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements & the justification for choosing the appointees for appointment as Independent Directors	NOT APPLICABLE

Name of Director	Mr. Ghanshyam Dass
Director Identification Number (DIN)	DIN: 01807011
Designation/ category of the Director	Non-Executive and Independent Director
Date of Birth	11-07-1952
Date of the first appointment on the Board	29th October,2022
Qualifications ,Brief Profile, Experience, and Expertise in specific functional areas	<ul style="list-style-type: none"> <li>• Shri. Ghanshyam Dass, is an Economist and having more than 45 years of experience in domestic, international banking and capital markets.</li> <li>• He is familiar with the regulatory and business environment in USA, European Union, South East Asia, The Middle East, India and other major money-centre locations.</li> <li>• He joined NASDAQ OMX Group in 2000 , he was Managing Director – Asia Pacific &amp; Middle East, prior to which he was the General Manager and Chief Executive of Majan International Bank in the Sultanate of Oman.</li> <li>• He also worked on several assignments, including the British Bank of the Middle East for two years as the chief executive officer for its India operations, and with the Hongkong and Shanghai Banking Corporation for over ten years as manager – South Asia &amp; Middle East, Financial Institutions Group amongst other assignments.</li> </ul> <p>Shri. Ghanshyam Dass Formerly Worked</p> <ul style="list-style-type: none"> <li>• Senior Advisor, KPMG (January 2008 to January 2020)</li> <li>• Senior Advisor, INTEL Capital (April 2008 to July 31, 2011)</li> <li>• Senior Advisor, STJ Advisors, LLP, United Kingdom (January 2010 to December 2015)</li> <li>• MD, NASDAQ OMX – Asia Pac &amp; Middle East (January 2000 to February 2008)</li> <li>• Senior Advisor, NASDAQ Stock Market (April 2008 to March 2018)</li> <li>• GM &amp; CEO, Majan International Bank, Oman, (Commerz Bank invested co.) (April 1998 to December 2000)</li> </ul>

	<ul style="list-style-type: none"> <li>• CEO, The British Bank of the Middle East, India Operations (April 1996 to March 1998)</li> <li>• Manager, FIG – South Asia &amp; Middle East, HSBC Group (January 1986 to March 1996)</li> <li>• CII National Council on Corporate Governance &amp; Regulatory Framework (2004 to 2009)</li> <li>• Member, Hardware Task Force of Govt of Karnataka (2003 to 2006)</li> <li>• CII National Council on Capital Markets (2004 to 2009)</li> <li>• Govt Nominee, Governing Council of the ICSI (2007 to 2010)</li> <li>• Vice President, Karnataka Athletics Association</li> <li>• Vice President, Masters Athletic Federation of India</li> </ul>
Directorships held in other companies including listed companies as of the date of this Notice.	<ol style="list-style-type: none"> <li>1. Jain Irrigation Systems Limited</li> <li>2. Jain Farm Fresh Foods Limited</li> <li>3. Cosmea Financial Holdings Private limited</li> <li>4. Ticker Limited</li> <li>5. Mayar Infrastructure Development Private Limited</li> <li>6. Premiereduleague Private Limited</li> </ol>
Name of listed entities from which the person has resigned in the past three years	NIL
Memberships / Chairmanships of committees of other companies including listed as of the date of this Notice	<ol style="list-style-type: none"> <li><b>1. Jain Irrigation Systems Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee (Chairman)</li> <li>• Risk Management Committee (Chairman)</li> </ul> </li> <li><b>2. Mayar Infrastructure Development Private Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee (member)</li> </ul> </li> <li><b>3. Ticker Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee (member)</li> <li>• Nomination and remuneration Committee (Chairman)</li> </ul> </li> <li><b>4. Jain Farm Fresh Foods Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee (Chairman)</li> </ul> </li> <li><b>5. Cosmea Financial Holdings Private limited</b> <ul style="list-style-type: none"> <li>• Audit Committee (member)</li> </ul> </li> </ol>
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	NOT APPLICABLE
Number of Meetings of the Board attended during the year	01
Shareholding in the Company including shareholding as a beneficial owner	4,50,000 Equity shares

Terms and Conditions of appointment / reappointment	Appointment as a Non-Executive & Independent Director For the detailed terms and conditions of appointment, please refer Company's website: <a href="https://www.spacenetent.com/">https://www.spacenetent.com/</a>
Details of Remuneration sought to be paid	He shall be paid remuneration in the capacity of Non-Executive & Independent Director, by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings, as may be decided by the Board from time to time.
Remuneration last drawn	NIL
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements & the justification for choosing the appointees for appointment as Independent Directors	The Nomination and Remuneration Committee of the Board has evaluated Mr. Ghanshyam Dass's profile as mentioned above and concluded that He possess the relevant skill and capabilities to discharge the role of Independent Directors.

Name of Director	Dr. Sarat Kumar Malik
Director Identification Number (DIN)	09791314
Designation/ category of the Director	Non-Executive and Independent Director
Date of Birth	12-03- 1961
Date of the first appointment on the Board	04-01-2023
Qualifications, Brief Profile, Experience, and Expertise in specific functional areas	<ul style="list-style-type: none"> <li>• He is an Economist holding post-graduation in MA Economics from Jawaharlal Nehru University (JNU), New Delhi and a Ph.D Holder in Stock Market Development and Long-run Growth in India and UGC Research Fellow, University Grants Commission, New Delhi.</li> <li>• He worked as RBI Chair Professor at Indian Institute of Corporate Affairs, MCA, Government of India from 1/10/2021 till 21/12/2021.</li> <li>• He worked as Chief General Manager in SEBI for 23 years from 1997 to 2020 and he was a part of Secondary Market Advisory Committee (SMAC) and associated with Different regulations in in the areas of Secondary market, Primary market, Mutual funds, Foreign Portfolio Investors etc. in SEBI since 1997.</li> <li>• He was associated with preparation Financial Stability Report (FSR) of RBI from SEBI.</li> <li>• He worked in the areas of Banking regulations, Banking Supervision, Foreign Exchange, Public Debt Office, commercial banking, NBFC, Rural credit, Monetary Policy etc. in RBI for about 11years.</li> <li>• He is Associated with various Reports writing and Data compilation &amp; analysis, stock market analysis, monetary and credit policies and he was also associated with Special Data Dissemination Program of IMF and World Bank.</li> </ul>
Directorships held in other companies including listed companies as of the date of this Notice.	NIL
Name of listed entities from which the person has resigned in the past three years	NIL
Memberships / Chairmanships of committees of other companies	NIL



including listed companies as of the date of this Notice	
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	NOT APPLICABLE
Number of Meetings of the Board attended during the year	NIL
Shareholding in the Company including shareholding as a beneficial owner	NIL
Terms and Conditions of appointment	Appointment as a Non-Executive & Independent Director For the detailed terms and conditions of appointment, please refer Company's website: <a href="https://www.spacenetent.com/">https://www.spacenetent.com/</a>
Details of Remuneration sought to be paid	He shall be paid remuneration in the capacity of Non-Executive & Independent Director, by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings, as may be decided by the Board from time to time.
Remuneration last drawn	NIL
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements & the justification for choosing the appointees for appointment as Independent Directors	The Nomination and Remuneration Committee of the Board has evaluated Dr. Sarat Kumar Malik's profile as mentioned above and concluded that He possess the relevant skill and capabilities to discharge the role of Independent Directors.