

27<sup>th</sup> March, 2026

**To**  
**The Manager Listing Department**  
**The National Stock Exchange of India Limited**  
Exchange plaza,  
Plot No.C-1, Block-G,  
Banda Kurla Complex  
Bandra (East)  
Mumbai-400051.

**Dear Sir/Madam,**

**Sub: Postal Ballot Notice\_ Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Reg: Spacenet Enterprises India Limited ("The Company"): Symbol: SPCENET**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, please find enclosed herewith a copy of Notice of Postal Ballot along with the explanatory statement pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") and SEBI Listing Regulations, for seeking approval of the Members of the Company for the Resolutions mentioned in the attached postal ballot notice

Pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act read with its Rules, General Circulars issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Securities and Exchange Board of India ("SEBI") Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Master Circular"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Postal Ballot Notice along with the Explanatory Statement, is being sent only by electronic mode to those Members whose names appear on the Register of Members as on **20<sup>th</sup> March, 2025 ("Cut-off Date")**.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide remote e-voting facility to its members.

**SPACENET ENTERPRISES INDIA LIMITED.**

**Regd. Off. Address:** Plot No.114, Survey No.66/2, Raidurgam, Prasanth Hills, Gachibowli,

Nav Khalsa, Serilingampally, Ranga Reddy, Hyderabad-500008, Telangana, India. Tel: 040-2934 5781

**Email:** cs@spacenetent.com, info@spacenetent.com, www.spacenetent.com **CIN: L68100TG2010PLC068624)**

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

<b>Cut-off date</b> <i>(for determining the Members entitled to vote on the resolutions set forth in this notice)</i>	Friday, 20 <sup>th</sup> March, 2026
<b>Remote e-voting period -</b> <i>Commencement of Remote e-Voting</i>	From 9:00 a.m. (IST), Sunday, 29 <sup>th</sup> March, 2026
<b>Remote e-voting period -</b> <i>End of Remote e-Voting</i>	Till 5.00 p.m. (IST), Wednesday, 29 <sup>th</sup> April, 2026 (Remote e-voting module shall be disabled post this date)

The Notice of the Postal Ballot can be accessed at the following company Web link:

[https://www.spacenetent.com/notice/Spacenet\\_Postal\\_Ballot\\_April%202026.pdf](https://www.spacenetent.com/notice/Spacenet_Postal_Ballot_April%202026.pdf)

We request you to kindly take the same on record.

**Thanking you,**

**Yours faithfully,**

**For Spacenet Enterprises India Limited**

**Monish Jaiswal**  
**Company Secretary & Compliance Officer**

**Encl: As Above**

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## NOTICE OF POSTAL BALLOT

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

**Dear Members,**

**NOTICE** of Postal Ballot is hereby given pursuant to Sections 108, 110 of the Companies Act, 2013, as amended (hereinafter referred to as the “Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and General Circular issued by Ministry of Corporate Affairs, Government of India (‘MCA Circulars’) and other applicable laws, Regulations and MCA Circulars seeking approval of the Shareholders of the Company through remote electronic voting (Remote E-Voting) only, for the special business set out hereunder:-

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice (‘**Notice**’) is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Registrar and Transfer Agent (‘**RTA**’) or National Securities Depository Limited (‘**NSDL**’) and Central Depository Services (India) Limited (‘**CDSL**’) (collectively referred to as “**Depositories**”).

The Explanatory Statement pursuant to Section 102 of the Act, pertaining to proposed Resolutions setting out all material facts concerning each item and reasons thereof, is appended to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the aforesaid MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depositories.

The instructions for e-voting are appended to this Notice under the heading ‘Instructions for e-voting’

The Board of Directors has appointed Mr. Balaramakrishna Desina, (FCS 8168| CP 22414), Proprietor of Balaramakrishna & Associates, Company Secretaries in Practice, Hyderabad, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

Members holding Equity Shares of the Company as on the **Cut-off Date** mentioned in this Notice are requested to carefully read the instructions mentioned under the head ‘Instructions for e-voting’ in this Notice and record their **assent (“FOR”) or dissent (“AGAINST”)** on the proposed resolutions through remote e-voting not later than **5:00 p.m. (IST) on 29<sup>th</sup> April, 2026**.

The Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to its Members. In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the process provided in the Notes to receive this Notice.

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The Scrutinizer will submit his report to the Chairman/ Director of the Company or the Company Secretary or any other authorized person, upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within two (2) working days from the conclusion of remote e-voting process. The said results, along with the Scrutinizer's Report, will be placed on the website of the Company <https://www.spacenetent.com/> and CDSL [www.evotingindia.com](http://www.evotingindia.com) and displayed at the Registered Office of the Company. The same will also be simultaneously forwarded to the Stock Exchanges where the Equity Shares of the Company are listed, for placing the same on their websites. The resolutions, if approved, will be taken as having been duly passed on the last date specified for remote e-voting i.e. **5:00 p.m. (IST) on 29<sup>th</sup> April, 2026.**

The proposed resolution is for seeking approval of the Members of the Company through Postal Ballot.

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## SPECIAL BUSINESS

### ITEM NO. I: ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, subject to such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s) or modification(s) as may be required or suggested by such appropriate authorities, the consent of the Members of the Company be and is hereby accorded for amendment of the Main Object clause (Clause IIIA ) of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

Clause 3 (a) of the Objects clause of the Memorandum of Association of the Company be titled as ‘THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION’ and after Clause no. 18 the following new para No. 19 to 21, shall be added and in Clause 6 to Clause 10 and Clause 13 to Clause 18 following wording “*directly or indirectly*” at the appropriate places.

6. **\*\*To carry on the business of, *directly or indirectly*, real estate development, co-working infrastructure, and property management, including but not limited to the acquisition, purchase, lease, exchange, development, construction, renovation, improvement, sale or disposal of residential, commercial, industrial, institutional, and mixed-use properties and buildings; to establish, operate, and maintain co-working spaces, business centers, shared offices, and incubator facilities with or without ancillary services such as IT support, concierge, internet, cafeteria, conferencing, or any other value-added services as may be required by occupants.**
7. **\*\*To undertake, provide, and facilitate, *directly or indirectly*, all services relating to real estate development and consultancy, including but not limited to project advisory, feasibility studies, town planning, architectural and structural design, civil construction, landscaping, project management, facility management, marketing, and leasing advisory; and to act as developers, promoters, builders, agents, brokers, facility managers, and consultants in the real estate sector, for and on behalf of any individual, firm, company, trust, government, or other entity.**
8. **\*\*To carry on the business of, *directly or indirectly*, buying, selling, exchanging, or otherwise dealing in real estate properties of all kinds, whether freehold or leasehold or otherwise, whether developed or under development or to be developed, either for own trading, business operations, leasing, resale, or capital appreciation; and to hold, develop, manage, maintain, improve, subdivide, demolish, or otherwise deal in such properties either directly or in joint ventures, consortiums, public-private partnerships or under any scheme or arrangement.**
9. **\*\*To engage in the business of, *directly or indirectly*, property maintenance and management, including housekeeping, security, repair, renovation, utility management, tenant management, interior design, and other allied services for commercial, residential, or mixed-use real estate developments.**

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10. **\*\*To promote, develop, construct, and operate, directly or indirectly, real estate projects, including co-living, co-working, commercial hubs, retail outlets, technology parks, logistics hubs, SEZs, hospitality and tourism infrastructure, smart city components, and green buildings in compliance with applicable laws, building codes, and sustainability standards.**
11. **\*\*To raise funds or financial resources, in compliance with the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (SEBI) regulations, the Reserve Bank of India (RBI) guidelines, and other applicable laws for the time being in force, by way of issuance of bonds, debentures, asset-backed securities, structured debt instruments, or any other debt instruments whether secured or unsecured, including those backed by the Company's real estate or infrastructure holdings, either through private placement or public issue; and to negotiate, borrow, or raise monies from banks, non-banking financial companies, financial institutions, mutual funds, alternative investment funds, or through any permitted capital market instruments or intermediaries for the purpose of acquiring, purchasing, developing, leasing, or refinancing real estate or infrastructure assets or projects.**
12. **\*\*To invest in, hold, and deal with the funds of the Company in real estate-linked securities, Real Estate Investment Trusts (REITs), regulated fractional ownership platforms, or any other regulated real estate or property-based investment instruments, as may be permitted by SEBI or other regulatory authorities under applicable law; and to act, subject to registration or regulatory approval where required, as sponsor, investment manager, trustee, advisor, or consultant to such regulated instruments, vehicles, or entities.**
13. **\*\*To carry on the business, directly or indirectly, in India and abroad relating to the design, development, manufacture, integration, servicing, trading, and consultancy in defence, aerospace, security, surveillance, electronics, and related high-technology sectors, including associated hardware, software, systems, and sub-systems.**
14. **\*\*To undertake research, development, maintenance, and upgradation of, directly or indirectly, technologies and products including aircraft, drones, sensors, optics, communication and navigation systems, electronic warfare, cyber defence, artificial intelligence-enabled solutions, and security infrastructure and to establish, operate, and manage production, testing, training, and deployment facilities; and to enter into partnerships, joint ventures, or technology collaborations with public or private entities in India or abroad.**
15. **\*\*To carry on the business of, directly or indirectly, providing integrated Human Resource (HR) and employee management services, including but not limited to HR consulting, HR management, HR solutions, strategic workforce planning, job consultancy, staffing and placement services, payroll administration, resume building and career support services, training and development, employee engagement solutions, and managed services in relation to human capital and organizational development.**
16. **\*\*To develop, maintain, market, license, and provide software products and solutions, directly or indirectly, including Human Resource Management Systems (HRMS), Enterprise Resource**

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*Planning (ERP) tools, application software, customized software development, and related technology platforms for human resources, payroll, recruitment, and organizational efficiency.*

17. *\*\*To offer, **directly or indirectly**, technology-based training solutions, corporate learning programs, technical upskilling, capacity building, and e-learning services in the fields of information technology, strategic management, leadership, compliance, and professional development.*
18. *\*\*To provide, **directly or indirectly**, consulting and advisory services in the areas of strategic HR transformation, talent acquisition, HR analytics, employee benefit structuring, compliance management, and organizational strategy aligned to business goals.*
19. *\*\*To carry on, directly or indirectly, the business of generation, creation, transmission, distribution, storage, and utilization of all types of power and energy generating assets from renewable or clean energy sources; captive consumption or captive power plants; sale of energy produced from such assets; operations and maintenance of such assets; sale or leasing of assets; billing and collection of payments from customers for supplying energy at rates specified through power or energy purchase agreements; and to develop, own, operate, invest in, promote, or otherwise participate in infrastructure, undertakings, projects, companies, or special purpose vehicles (SPVs) engaged in electric mobility and clean transportation powered by renewable energy.*
20. *\*\*To carry on, directly or indirectly, the business of producing, storing, distributing, transporting, and otherwise dealing in renewable or clean energy and electric mobility solutions, and to engage as manufacturers, assemblers, producers, processors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, stockists, agents, merchants, distributors, and dealers in electric vehicles (EVs), charging stations, battery systems, components, and allied equipment or technologies required for the generation, storage, transmission, or use of power including renewable and clean energy; and to invest in, promote, or collaborate with companies, partnerships, or entities engaged in such businesses.*
21. *\*\*To carry on, directly or indirectly, the business of training, research, consultancy, and technological development in the field of renewable energy and electric vehicle (EV) infrastructure, including development of charging networks, battery management systems, and smart energy solutions for sustainable mobility and power management; and to establish, acquire, or invest in institutions, research centers, or enterprises engaged in such activities.*

**RESOLVED FURTHER THAT** Any Director and/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 E- forms with Ministry of Corporate Affairs or submission of documents with any other authority, 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.

**RESOLVED FURTHER THAT** Any Director and/or Company secretary of the Company, be and is hereby authorized to take necessary steps to obtain confirmation of concerned Registrar of Companies, Ministry

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of Corporate Affairs under Section 13(9) of the Companies Act, 2013 in respect of the aforesaid alteration of Clause III (A) of the Memorandum of Association and to agree to such modifications, terms & conditions in the new proposed sub clause and changes in existing clauses as may be directed by the Registrar of Companies and to modify the same accordingly.”

**ITEM NO. II: TO APPROVE ISSUE OF EQUITY SHARES AND/OR OTHER ELIGIBLE SECURITIES INCLUDING CONVERTIBLE INSTRUMENTS, WARRANTS, OR DEPOSITORY RECEIPTS THROUGH ONE OR MORE MODES INCLUDING, PRIVATE PLACEMENT OR QUALIFIED INSTITUTIONS PLACEMENT (QIP)**

*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, 42, 62(1)(c), Section 179 and other applicable provisions, if any, of the Companies Act, 2013 (“Companies Act”) and the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 including any amendment(s), statutory modification(s) or re-enactment thereof), the relevant provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”) to the extent applicable, the uniform listing agreement entered into by the Company with National Stock Exchange of India Ltd (“Stock Exchange or “NSE”) on which the equity shares having face value of Rs. 1/- (Rupees One Only) each of the Company are listed, the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”) as amended from time to time, and rules and regulations made thereunder, if any, and subject to other applicable rules, regulations, guidelines, notification, circular and clarifications issued by the Ministry of Corporate Affairs (“MCA”) Securities and Exchange Board of India (“SEBI”) Reserve Bank of India (“RBI”) Government of India (“GoI”) Registrar of Companies, at Telangana, Hyderabad (“RoC”) and such other governmental/ statutory/ regulatory authorities in India or abroad, Stock Exchange and / or any other competent authorities, from time to time and to the extent applicable, and subject to all approvals, permissions, consents, and/or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GoI, RoC, or any other concerned governmental/ statutory/regulatory authority in India or abroad (“Applicable Regulatory Authorities”), and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the aforesaid Applicable Regulatory Authorities, which may be agreed to by the Board of Directors of the Company (“Board”, which term shall include any committee which the Board of Directors may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, issue, offer, and allot such number of Equity Shares, and/or securities convertible into Equity Shares at the option of the Company and/ or the holders of such securities, and/ or securities linked to Equity Shares, and/or any other instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares or convertible or non-convertible debentures, preference shares, warrants, Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs) or any other securities convertible into equity shares (all of which are hereinafter collectively referred to as “Securities” or “Eligible Securities”) (including with provisions on firm and / or competitive basis, or such part of issue and for such categories of persons as may be permitted) for cash, in one or

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more tranches, for an aggregate amount **up-to Rs. 200 Crores, (Two Hundred Crores Only)** (inclusive of such discount subject to section 53 of the Companies Act, 2013 or premium to market price or prices permitted under applicable law), through one or more of the permissible modes including but not limited to, private placement, qualified institutions placement (“QIP”) to “qualified institutional buyers” (QIB) as defined in the SEBI ICDR Regulations through an offer document /placement document and / or a private placement offer letter and/ or such other documents/writings/circulars/ memoranda in such a manner, in such tranche or tranches, by way of an issue of Securities or any combination of Securities with or without premium, to be subscribed by all eligible investors, including, residents and / or non-resident / foreign investors (whether institutions and / or incorporated bodies and / or trusts or otherwise) / foreign portfolio investors / mutual funds / pension funds / venture capital funds/ banks / alternate investment funds / Indian and / or multilateral financial institutions, insurance companies or any other category of persons or entities who are authorized to invest in the Securities of the Company as per extant regulations / guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and, whether or not such investors are members of the Company (collectively called “Investors”), to all or any of them, jointly or severally, on such other terms and conditions as may be mentioned in the offer/ placement document and / or private placement offer letter (along with the application form), and/ or such other documents/writings/ circulars/ memoranda to be issued by the Company in respect of the proposed issue, as permitted under applicable laws and regulations, in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, considering the prevailing market conditions and other relevant factors wherever necessary, in consultation with the lead manager(s) and/or other advisors appointed by the Company, and the terms of the issuance as may be permitted by the Applicable Regulatory Authorities, including issue of Eligible Securities and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion, and without requiring any further approval or consent from the shareholders.

**RESOLVED FURTHER THAT** the Eligible Securities that may be issued, as mentioned herein, (including issuance of Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering) in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari passu with the existing same class of Securities of the Company in all respects and be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee of the Board or to any Director(s) or Officer(s) of the Company to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to constitute a Fund Raising Committee or such other committee(s) as may be deemed necessary to exercise the powers conferred by this resolution, including finalizing the structure, timing, pricing, size, and all other terms and conditions of the issue, and to take all necessary actions for the offer, issue and allotment of the Eligible Securities, execution of transaction documents, appointment of intermediaries (such as lead managers, legal advisors, underwriters, etc.), filing of offer documents with regulatory authorities, and listing of the Securities on relevant stock exchanges.

**RESOLVED FURTHER THAT,** in case of QIP, in accordance with Regulation 171 of the SEBI ICDR Regulations, the 'Relevant Date' for determination of the floor price of the Securities to be issued pursuant to QIP shall be the date of meeting in which the Board/Fund Raising Committee, decides to open the QIP and in the event Other Eligible Securities are issued to QIBs by way of QIP, the 'Relevant Date' for pricing of such

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Other Eligible Securities shall be either the date of the meeting in which the Board/Fund Raising Committee decides to open the issue of such Eligible Securities or convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board.

**RESOLVED FURTHER THAT** in the event of issuance of GDRs, ADRs, or FCCBs, the pricing shall be determined in accordance with the applicable provisions of the Companies (Issue of Global Depository Receipts) Rules, 2014, the Depository Receipts Scheme, 2014, and the relevant SEBI and RBI regulations, and such issue shall be made in compliance with the Foreign Exchange Management Act, 1999 and rules framed thereunder.

**RESOLVED FURTHER THAT** in case the issue is made pursuant to QIP, it shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations ("Floor Price"), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, pursuant to the proviso under Regulation 176(1) of SEBI ICDR Regulations, the Board, at its absolute discretion, may offer a discount, of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price.

**RESOLVED FURTHER THAT** in case of issue and allotment of Eligible Securities by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as 'Eligible Securities' within the meaning rendered to such term under Regulation 171(a) of the SEBI ICDR Regulations), shall be subject to following terms:

- i) the Eligible Securities under the QIP shall be offered and allotted in dematerialized form and shall be allotted on fully paid-up basis;
- ii) no allotment shall be made, either directly or indirectly to any QIBs who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations;
- iii) minimum of 10 (Ten) percent of the Eligible Securities to be issued and allotted under QIP pursuant to Chapter VI of SEBI ICDR Regulations shall be allotted to Mutual Fund(s) and if the Mutual Fund(s) do not subscribe to said minimum percentage or any part thereof, such minimum portion or part thereof may be allotted to other QIBs;
- iv) the allotment of the Eligible Securities, or any combination of the Eligible Securities as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of the special resolution of the shareholders of the Company or such other time as may be allowed under the Companies Act, 2013 and/or SEBI ICDR Regulations, from time to time;
- v) the tenure of the convertible or exchangeable Eligible Securities (if any) issued through the QIP shall not exceed sixty months from the date of allotment;
- vi) the allotment to a single QIB in the proposed QIP issue shall not exceed 50% of the total issue size and the minimum number of allottees, as applicable, or such other limit as may be permitted under the SEBI ICDR Regulations;

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- vii) the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to this special resolution;
- viii) the Eligible Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** in case of issue of Equity Shares, by way of QIP as per Chapter VI of SEBI ICDR Regulations, the prices determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:

- a. makes an issue of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
- b. makes a rights issue of Equity Shares;
- c. consolidates its outstanding Equity Shares into a smaller number of shares;
- d. divides its outstanding Equity Shares including by way of stock split;
- e. re-classifies any of its Equity Shares into other securities of the issuer; and
- f. is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

**RESOLVED FURTHER THAT** the issue and allotment of Eligible Securities, if any, made to FPIs, NRIS and/ or eligible foreign investors be subject to the approval of the RBI (if any) under the FEMA as may be applicable but within the overall limits set forth under FEMA.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares or Eligible Securities, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed.

**RESOLVED FURTHER THAT** Subject to the approval of the Members of the Company the Board and the Board be and is hereby authorized to issue and allot such number of Eligible Securities as may be required to be issued and allotted under the Issue or to be allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the Issue.

**RESOLVED FURTHER THAT** such of those Eligible Securities are not subscribed to may be disposed of by the Board, in its absolute discretion, in such manner, as the Board may deem fit and as permissible under relevant laws/guidelines.

**RESOLVED FURTHER THAT** any director or Company Secretary be and hereby authorized for the purpose of giving effect to this resolution, to do such acts, deeds, matters and take all steps as may be necessary including without limitation, for determining the terms and conditions of the Issue including among other things, the date of opening and closing of the Issue, the class of investors to whom the Eligible Securities are to be issued, determination of the number of Securities, tranches, issue price, finalisation and approval

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of offer document, placement document, preliminary or final, interest rate, listing, premium/discount, permitted under applicable law (now or hereafter), conversion of Securities, if any, redemption, allotment of Securities, listing of securities at Stock Exchanges and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the placement document or the offer document, placement agreement, escrow agreement and any other documents as may be required, approve and finalize the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/ or authorities as required from time to time, finalize utilization of the proceeds of the Issue, give instructions or directions and/ or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the Issue and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the Members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may exercise to that end and intend that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** any director or Company Secretary be and hereby authorized to approve, finalize, execute, ratify, and/ or amend/ modify agreements and documents, including any power of attorney, agreements, contracts, memoranda, documents, etc. in connection with the appointment of any intermediaries and/ or advisors (including for marketing, obtaining in-principle approvals, listing, trading and appointment of book running lead managers, underwriters, guarantors, depositories, custodians, legal counsel, bankers, trustees, stabilizing agents, advisors, registrars and all such agencies as may be involved or concerned with the Issue) and to remunerate them by way of commission, brokerage, fees, costs, charges and other expenses in connection therewith.”

**ITEM NO. III: TO RE-APPOINT MR. PRATHIPATI PARTHASARATHI (DIN: 00004936) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 178 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and based on the performance evaluation, consent and declaration of independence received from Mr. Prathipati Parthasarathi (DIN: 00004936), who was appointed as an Independent Director of the Company for a term of five consecutive years commencing from 30th April, 2021 and whose first term expires on 29th April, 2026, be and is hereby re-appointed as an Independent Director of the Company, not liable to

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retire by rotation, for a second term of five (5) consecutive years commencing from 30th April, 2026 up to 29th April, 2031;

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorised to take on record the declaration and confirmation submitted by Mr. Prathipati Parthasarathi that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that he is not disqualified from being appointed as a director in terms of Section 164 of the Act;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to finalize and issue the letter of appointment and to do all such acts, deeds, matters and things, including filing of necessary forms with the Registrar of Companies, intimation to stock exchanges and other regulatory authorities, as may be considered necessary, expedient or desirable to give effect to this resolution;

**RESOLVED FURTHER THAT** any Director or Key Managerial Personnel of the Company be and is hereby severally authorised to take all necessary steps for ensuring compliance with applicable provisions of the Act and the Listing Regulations.”

**ITEM NO. IV: RE-APPOINTMENT OF MR. PRATHIPATI PARTHASARATHI (DIN: 00004936) AS AN INDEPENDENT DIRECTOR, BEING ABOVE THE AGE OF 75 YEARS**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 178 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including Regulation 17(1A) thereof, (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and based on the performance evaluation, consent and declaration of independence received from Mr. Prathipati Parthasarathi (DIN: 00004936), who was appointed as an Independent Director of the Company for a term commencing from 30th April, 2021 and whose first term expires on 29th April, 2026, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years commencing from 30th April, 2026 up to 29th April, 2031, notwithstanding that he age of seventy-five (75) years or more;

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the Listing Regulations, approval of the Members be and is hereby accorded for continuation of directorship of Mr. Prathipati Parthasarathi, who age of seventy-five (75) years or more, during the aforesaid term;

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorised to take on record the declaration and confirmation submitted by Mr. Prathipati Parthasarathi that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that he is not disqualified from being appointed as a director in terms of Section 164 of the Act;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to finalize and issue the letter of re-appointment and to do all such acts, deeds, matters and things, including filing of

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necessary forms with the Registrar of Companies, intimations to stock exchanges and other regulatory authorities, as may be considered necessary, expedient or desirable to give effect to this resolution;

**RESOLVED FURTHER THAT** any Director or Key Managerial Personnel of the Company be and is hereby severally authorised to take all necessary steps for ensuring compliance with applicable provisions of the Act and the Listing Regulations.”

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

**Sd/-  
Monish Jaiswal  
Company Secretary & Compliance Officer**

**Date: 14<sup>th</sup> February, 2026  
Place: Hyderabad**

**Registered Office:  
CIN: L68100TG2010PLC068624  
Plot No.114, Survey No.66/2,  
Raidurgam, Prasanth Hills,  
Gachibowli, Nav Khalsa ,  
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**Notes:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“**the Act**”) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof, and information specified under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“hereinafter referred to as LODR”), is annexed hereto and forms part of this PostalBallot Notice (“**Notice**”).
2. The Ministry of Corporate Affairs (MCA) vide their General Circular 09/2024 dated 19th September 2024 has permitted companies to convene Annual General Meeting, Extra-ordinary General Meetings and passing of Resolutions through Postal Ballot by E-Voting. Accordingly, the Company is conducting its Postal Ballot.
3. This Notice is being sent only by electronic mode to those Members whose names would appear on the Register of Members/ List of Beneficial Owners as on 20<sup>th</sup> March, 2026 (“**Cut-off Date**”), to be received from National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) (collectively referred to as “**Depositories**”) and whose e-mail address is registered with the Company or Registrar and Transfer Agent (“**RTA**”) or Depositories. The Member may note that this Notice will also be available on the Company’s website, <https://www.spacenetent.com/> websites of the Stock Exchanges where the equity shares of the Company are listed i.e. National Stock Exchange of India Limited, [www.nseindia.com](http://www.nseindia.com) and on the website of CDSL, [www.evotingindia.com](http://www.evotingindia.com).
4. In terms of Sections 108, 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the SEBI LODR as amended, the Company is pleased to provide remote E-Voting facility to all the Members of the Company. The Company has appointed Central Depository Service (India) Limited (hereinafter referred to as “Service Provider”) to facilitate the Members to cast their votes electronically (hereinafter referred to as the “Remote E-Voting”). The instructions to Shareholders for Remote E-Voting are Provided as part of this Postal Ballot Notice.
5. **The Remote E-Voting period begins on 29th March, 2026 (9:00 AM IST) and ends on 29th April, 2026 (5:00 PM IST).** The Remote E-Voting module shall be disabled by CDSL for voting thereafter. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically.
6. The Board of Directors have appointed Mr. Balaramakrishna Desina, (FCS 8168| CP 22414), Proprietor of Balaramakrishna & Associates, Company Secretaries in Practice, Hyderabad as a Scrutinizer to scrutinize the Postal Ballot /Remote E-Voting in a fair and transparent manner.
7. After completion of the scrutiny of the electronic votes, the Scrutinizer will submit their report to the Chairman / Company Secretary or any other authorized personnel of the Company who shall countersign the same.
8. The results of the Postal Ballot will be announced within two working days of conclusion of this Postal Ballot. The said results would be displayed at the Registered Office of the Company and on its website

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<https://www.spacenetent.com/> and NSE at [www.nseindia.com](http://www.nseindia.com) and CDSL [www.evotingindia.com](http://www.evotingindia.com). The results shall simultaneously be intimated to the NSE Limited where the shares of the Company are listed.

9. Members holding shares in physical form are advised to update / modify any information relating to shares held in physical form. Kindly refer to the procedure as laid down in the website of the Company and follow the procedure.
10. Members holding shares in dematerialization mode may kindly contact your Depository Participant (DP) and register your email address. Members are also requested to ensure that the option to receive the communication sent by the Company by email has been duly exercised and registered with the DP, so that the Notice of Postal Ballot is duly received.
11. In accordance with the MCA Circulars, the physical copies of this Notice, along with postal ballot forms and pre-paid business envelope, are not being sent to any Member. Accordingly, the communication of the assent or dissent of the Members eligible to vote is restricted only to remote voting i.e. by casting their votes electronically instead of submitting postal ballot forms.
12. Members holding Equity Shares of the Company as on the Cut-off Date (“Eligible Members”) only shall be entitled to vote through remote e-voting process in relation to the resolutions specified in this Notice. A person who becomes a Member after the Cut-off Date should treat this Notice for information purpose only.  
  
It is however clarified that, all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
13. Eligible Members who have not registered their E-mail IDs, are required to register the same to receive this Notice and the procedure for remote E-voting along with the login ID and password related details. After successful submission of the e-mail ID, the Company or CDSL will share an electronic copy of the Notice within 48 hours of receiving details of e-mail ID.
14. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at [cs@spacenetent.com](mailto:cs@spacenetent.com) from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-voting period of this Postal Ballot i.e. **29<sup>th</sup> April, 2026 at 5.00 PM (IST)**.

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**THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:**

In accordance with the provisions of Sections 108 and 110 of the Act read with Rules, including any statutory modification or re-enactment thereof for the time being in force, MCA Circulars and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with circular of SEBI on e-Voting Facility provided by Listed Entities dated December 9, 2020, Secretarial Standard on General Meetings (SS-2) and any amendments thereto, the Company is providing facility for voting remotely, only by electronic means, to its Eligible Members and the stated items of Special business shall be transacted only through remote e-voting.

- (i) The Company has engaged the services of CDSL for providing remote e-voting facility to the Eligible Members, enabling them to cast their vote electronically, in a secured manner.
- (ii) **The voting period begins on 29<sup>th</sup> March, 2026 (9:00 AM IST) and ends on 29<sup>th</sup> April, 2026 (5:00 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. **20<sup>th</sup> March, 2026**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, under Regulation 44 of SEBI Listing Regulations, 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.

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.

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.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

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Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL Depository</b>	<p>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 users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>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 evoting option, the user will be able to see e-Voting page of the e-Voting serviceprovider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e- Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is availableat CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<b>Individual Shareholders holding securities in demat mode with NSDL Depository</b>	<p>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.nsdl.com">https://eservices.nsdl.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 andyou 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.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS”Portal or click at<a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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</p>

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	<p>“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-Voting period.</p>
<p><b>Individual Shareholders (holding securities in demat mode) Login through Their Depository Participants (DP)</b></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 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.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use ForgetUser 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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

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

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
  - 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,

**:: SPACENET ENTERPRISES INDIA LIMITED::**

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- 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) 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.
  - 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  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.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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.  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.

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the Electronic Voting Sequence Number (EVSN) of SPACENET ENTERPRISES INDIA LIMITED on which you choose to vote.
- 11) 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.

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- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) 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.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**18) 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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 viz; [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.

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

1. 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 **Company at [cs@spacenetent.com](mailto:cs@spacenetent.com) or RTA at [rta@cilsecurities.com](mailto:rta@cilsecurities.com)**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

If you have any queries or issues regarding 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 Sr. Manager, CDSL, A Wing, 25<sup>th</sup> 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 at toll free no. 1800 22 55 33.

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## ANNEXURE TO NOTICE

### 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:

It is hereby informed to the Members of the Company proposes to diversify its business operations by engaging, directly or indirectly, in projects and undertakings related to renewable and clean energy, including solar power generation, electric mobility, and related technologies.

The Company intends to undertake such business activities either directly or through investment in subsidiaries, special purpose vehicles (SPVs), or joint ventures, in line with its long-term strategic focus on sustainable energy and mobility solutions.

To enable such diversification and to ensure that the Company's constitutional documents adequately authorize it to carry on such activities either directly or indirectly, it is proposed to alter the Main Objects Clause of the Memorandum of Association (MOA) under Section 13 of the Companies Act, 2013, by inserting the following new clauses from Clause 19 to Clause 21 after the Clause 18 in existing main objects.

Further, it is proposed the amendment the object Clause 6 to Clause 10 and Clause 13 to Clause 18 by adding the word "*directly or indirectly*" at appropriate places.

Clause 3 (a) of the Objects clause of the Memorandum of Association of the Company be titled as 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION' and after Clause no. 18 the following new para No. 19 to 21, shall be added and in Clause 6 to Clause 10 and Clause 13 to Clause 18 following wording "*directly or indirectly*" at the appropriate places.

6. ***\*\*To carry on the business of, **directly or indirectly**, real estate development, co-working infrastructure, and property management, including but not limited to the acquisition, purchase, lease, exchange, development, construction, renovation, improvement, sale or disposal of residential, commercial, industrial, institutional, and mixed-use properties and buildings; to establish, operate, and maintain co-working spaces, business centers, shared offices, and incubator facilities with or without ancillary services such as IT support, concierge, internet, cafeteria, conferencing, or any other value-added services as may be required by occupants.***
7. ***\*\*To undertake, provide, and facilitate, **directly or indirectly**, all services relating to real estate development and consultancy, including but not limited to project advisory, feasibility studies, town planning, architectural and structural design, civil construction, landscaping, project management, facility management, marketing, and leasing advisory; and to act as developers, promoters, builders, agents, brokers, facility managers, and consultants in the real estate sector, for and on behalf of any individual, firm, company, trust, government, or other entity.***
8. ***\*\*To carry on the business of, **directly or indirectly**, buying, selling, exchanging, or otherwise dealing in real estate properties of all kinds, whether freehold or leasehold or otherwise, whether developed or under development or to be developed, either for own trading, business operations, leasing, resale, or capital appreciation; and to hold, develop, manage, maintain, improve,***

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*subdivide, demolish, or otherwise deal in such properties either directly or in joint ventures, consortiums, public-private partnerships or under any scheme or arrangement.*

9. *\*\*To engage in the business of, **directly or indirectly**, property maintenance and management, including housekeeping, security, repair, renovation, utility management, tenant management, interior design, and other allied services for commercial, residential, or mixed-use real estate developments.*
10. *\*\*To promote, develop, construct, and operate, **directly or indirectly**, real estate projects, including co-living, co-working, commercial hubs, retail outlets, technology parks, logistics hubs, SEZs, hospitality and tourism infrastructure, smart city components, and green buildings in compliance with applicable laws, building codes, and sustainability standards.*
11. *\*\*To raise funds or financial resources, in compliance with the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (SEBI) regulations, the Reserve Bank of India (RBI) guidelines, and other applicable laws for the time being in force, by way of issuance of bonds, debentures, asset-backed securities, structured debt instruments, or any other debt instruments whether secured or unsecured, including those backed by the Company's real estate or infrastructure holdings, either through private placement or public issue; and to negotiate, borrow, or raise monies from banks, non-banking financial companies, financial institutions, mutual funds, alternative investment funds, or through any permitted capital market instruments or intermediaries for the purpose of acquiring, purchasing, developing, leasing, or refinancing real estate or infrastructure assets or projects.*
12. *\*\*To invest in, hold, and deal with the funds of the Company in real estate-linked securities, Real Estate Investment Trusts (REITs), regulated fractional ownership platforms, or any other regulated real estate or property-based investment instruments, as may be permitted by SEBI or other regulatory authorities under applicable law; and to act, subject to registration or regulatory approval where required, as sponsor, investment manager, trustee, advisor, or consultant to such regulated instruments, vehicles, or entities.*
13. *\*\*To carry on the business, **directly or indirectly**, in India and abroad relating to the design, development, manufacture, integration, servicing, trading, and consultancy in defence, aerospace, security, surveillance, electronics, and related high-technology sectors, including associated hardware, software, systems, and sub-systems.*
14. *\*\*To undertake research, development, maintenance, and upgradation of, **directly or indirectly**, technologies and products including aircraft, drones, sensors, optics, communication and navigation systems, electronic warfare, cyber defence, artificial intelligence-enabled solutions, and security infrastructure and to establish, operate, and manage production, testing, training, and deployment facilities; and to enter into partnerships, joint ventures, or technology collaborations with public or private entities in India or abroad.*
15. *\*\*To carry on the business of, **directly or indirectly**, providing integrated Human Resource (HR) and employee management services, including but not limited to HR consulting, HR management,*

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*HR solutions, strategic workforce planning, job consultancy, staffing and placement services, payroll administration, resume building and career support services, training and development, employee engagement solutions, and managed services in relation to human capital and organizational development.*

16. **\*\*To develop, maintain, market, license, and provide software products and solutions, *directly or indirectly*, including Human Resource Management Systems (HRMS), Enterprise Resource Planning (ERP) tools, application software, customized software development, and related technology platforms for human resources, payroll, recruitment, and organizational efficiency.**
17. **\*\*To offer, *directly or indirectly*, technology-based training solutions, corporate learning programs, technical upskilling, capacity building, and e-learning services in the fields of information technology, strategic management, leadership, compliance, and professional development.**
18. **\*\*To provide, *directly or indirectly*, consulting and advisory services in the areas of strategic HR transformation, talent acquisition, HR analytics, employee benefit structuring, compliance management, and organizational strategy aligned to business goals.**
19. **\*\*To carry on, directly or indirectly, the business of generation, creation, transmission, distribution, storage, and utilization of all types of power and energy generating assets from renewable or clean energy sources; captive consumption or captive power plants; sale of energy produced from such assets; operations and maintenance of such assets; sale or leasing of assets; billing and collection of payments from customers for supplying energy at rates specified through power or energy purchase agreements; and to develop, own, operate, invest in, promote, or otherwise participate in infrastructure, undertakings, projects, companies, or special purpose vehicles (SPVs) engaged in electric mobility and clean transportation powered by renewable energy.**
20. **\*\*To carry on, directly or indirectly, the business of producing, storing, distributing, transporting, and otherwise dealing in renewable or clean energy and electric mobility solutions, and to engage as manufacturers, assemblers, producers, processors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, stockists, agents, merchants, distributors, and dealers in electric vehicles (EVs), charging stations, battery systems, components, and allied equipment or technologies required for the generation, storage, transmission, or use of power including renewable and clean energy; and to invest in, promote, or collaborate with companies, partnerships, or entities engaged in such businesses.**
21. **\*\*To carry on, directly or indirectly, the business of training, research, consultancy, and technological development in the field of renewable energy and electric vehicle (EV) infrastructure, including development of charging networks, battery management systems, and smart energy solutions for sustainable mobility and power management; and to establish, acquire, or invest in institutions, research centers, or enterprises engaged in such activities.**

The Board of Directors recommends the resolutions outlined in Items No. 1 of the accompanying Notice for approval by the Members as **Special Resolution**.

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None of the Directors, Key Managerial Personnel, or their relatives are financially or otherwise interested in the resolutions set forth in Items No. 1 of this Notice.

## **ITEM NO.2:**

It is hereby informed to the Members that, in view of the Company's, direct or indirect, expansion strategy across multiple business segments, connected with, incidental or ancillary to the existing objects of the Company as set out in its Memorandum of Association, including, inter alia, objects relating to technology and software businesses, fintech and trade-tech, investments, acquisitions,, real estate and commercial assets, warehousing and logistics, renewable energy and electric mobility, agri-tech, defence and aerospace, and allied enabling and furtherance powers, the management proposes to raise additional long-term capital by way of:

1. Equity Shares, and/or securities convertible into Equity Shares at the option of the Company and/ or the holders of such securities, and/ or securities linked to Equity Shares, and/or any other instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares,
2. convertible or non-convertible debentures, preference shares, warrants, Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs) or any other securities convertible into equity shares (collectively referred to as "Securities" or "Eligible Securities")

through one or more of the permissible modes including but not limited to, Private placement, Qualified institutions Placement ("QIP") in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended, and other applicable provisions of law.

### **Object of the Issue / Utilisation of Proceeds**

The Company proposes to raise funds by way of issue of Equity Shares and/or other Eligible Securities in one or more tranches, through one or more permissible modes including, inter alia, private placement and/or Qualified Institutions Placement, in accordance with applicable law. The proposed fund raise is intended to strengthen the long-term capital base of the Company, enhance financial flexibility, support growth initiatives, and enable the Company to pursue business opportunities, investments and strategic transactions, directly and/or indirectly, in line with the objects contained in its Memorandum of Association and subject to applicable laws, rules and regulations.

The net proceeds of the Issue, after deduction of issue-related expenses, commissions, fees and other applicable costs, are proposed to be utilised, directly and/or indirectly, by the Company and/or through one or more subsidiaries, associates, joint ventures, special purpose vehicles, partnerships, investee entities, structured platforms or such other body corporates or arrangements as may be considered appropriate by the Board, from time to time, for one or more of the following purposes:

#### **1. Expansion of Existing Businesses and Entry into New Business Verticals**

For funding, supporting, scaling, expanding, diversifying or strengthening the Company's existing businesses and future businesses, operations and initiatives, whether organic or inorganic, in India or outside India, across any of the sectors, activities, products, services or opportunities which are presently undertaken by the Company, incidental or ancillary thereto, or are permitted under the Memorandum of Association of the Company, including technology, software, internet, digital platforms, e-commerce, fintech, trade-tech, business automation, data services, cloud, digital products, blockchain and allied

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technology-led businesses.

## **2. Investments in Subsidiaries, Associates, Joint Ventures, SPVs and Other Structures**

For making investments in, subscription to, acquisition of, funding of, providing capital support to, or otherwise participating in, directly or indirectly, one or more subsidiaries, step-down subsidiaries, associates, joint ventures, special purpose vehicles, partnerships, trusts, LLPs, consortiums, strategic platforms, body corporates or other entities, whether existing or to be incorporated/acquired, in India or abroad, by way of equity, preference capital, convertible instruments, debt, structured capital, shareholder funding, inter-corporate deposits, loans, guarantees, security support, quasi-equity or such other legally permissible forms, in furtherance of the business objects of the Company.

## **3. Acquisitions, Strategic Investments and Inorganic Growth**

For pursuing inorganic growth through acquisitions, takeovers, mergers, amalgamations, business transfers, slump sale transactions, strategic alliances, collaborations, partnerships, concessions, technology tie-ups, licensing arrangements, franchise arrangements, management contracts, or purchase or acquisition of companies, businesses, undertakings, divisions, brands, contracts, licenses, intellectual property, operating assets, development rights, leasehold rights, concessions or any other tangible or intangible assets or rights, whether directly or through subsidiaries, SPVs, joint ventures or structured arrangements, as may be approved by the Board in accordance with applicable law.

## **4. Real Estate, Warehousing, Logistics and Commercial Asset Development**

For acquisition, purchase, lease, licensing, development, construction, operation, maintenance, financing, improvement, redevelopment, fit-out, management, monetisation or holding of real estate, commercial and industrial properties, warehousing facilities, logistics parks, logistics infrastructure, business centres, co-working spaces, office parks, technology parks, SEZ-linked projects, retail assets, mixed-use developments, sustainable commercial assets, industrial sheds, storage facilities and other income-producing or strategic real-estate-linked assets, whether for own use, business operations, leasing, rental yield, capital appreciation, strategic deployment or otherwise, directly or indirectly through any entity or structure.

## **5. Renewable Energy, Clean Energy, Electric Mobility and Sustainable Infrastructure**

For development, acquisition, promotion, construction, operation, maintenance, ownership, leasing, financing, investment in or participation in renewable and clean energy assets and projects, captive or commercial power projects, solar, wind, hybrid and allied energy systems, electric mobility, EV charging and allied infrastructure, battery systems, smart energy solutions, green buildings, sustainable infrastructure, transmission, storage, distribution and utilisation assets and related businesses, directly or indirectly, whether independently or through subsidiaries, associates, SPVs, partnerships or joint ventures.

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## **6. Technology, Product Development, Digitisation and Modernisation**

For capital expenditure, operating expenditure and strategic expenditure towards technology development, technology acquisition, software products, digital infrastructure, data infrastructure, platforms, applications, automation, AI-enabled solutions, blockchain-enabled systems, cyber tools, information systems, ERP, HRMS, cloud, digital commerce, product engineering, hardware, peripherals, communications, network infrastructure, security tools, research and development, modernization, digitisation, innovation, testing, deployment, upgrades and allied infrastructure or systems required for expansion or diversification of the Company's businesses or businesses permitted under its Memorandum of Association.

## **7. Agri-Tech, Trade-Tech, Fintech, Defence and Other High-Growth Sectors**

For investment in, development of, acquisition of, financing of, expansion into, or strategic participation in businesses and projects relating to agri-tech, agriculture and allied activities, hydroponics, aeroponics, drone-led services, trade finance, trade technology, TReDS, receivable finance, bill discounting platforms, cross-border trade solutions, financial technology, credit-risk and supply-chain solutions, defence, aerospace, drones, surveillance, electronics, security, AI-enabled technologies, and such other sectors, verticals or opportunities as are covered by or incidental to the objects set out in the Memorandum of Association of the Company.

## **8. Capital Expenditure, Asset Creation and Infrastructure**

For meeting capital expenditure requirements including purchase, acquisition, construction, development, installation, fit-out, commissioning, operation, upgrading, refurbishment or replacement of land, buildings, plant and machinery, equipment, infrastructure, systems, software, networks, utilities, storage, facilities, transport assets, manufacturing or processing assets, commercial assets and all other movable or immovable properties, rights and facilities required for present or future businesses of the Company or its group structures, directly or indirectly.

## **9. Working Capital and General Corporate Purposes**

For meeting working capital requirements, operating expenses, margin requirements, business support costs, vendor payments, business development expenses, administrative and establishment costs, manpower and professional costs, project implementation expenses, contingencies, treasury support, issue management costs, and for general corporate purposes, in each case as may be permissible under applicable law; provided that utilisation towards general corporate purposes shall be subject to the limits prescribed under applicable laws and regulations.

## **10. Debt Servicing, Refinancing and Financial Strengthening**

For repayment, prepayment, redemption, refinancing, restructuring, servicing or settlement, in whole or in part, of any existing or future indebtedness, liabilities, obligations, commitments, debentures, working capital facilities, bridge facilities, structured obligations or other financial arrangements of the Company and/or, to the extent permissible, of its subsidiaries, associates, joint ventures, SPVs or investee entities, and for strengthening the balance sheet and capital structure of the Company and its business platforms.

## **11. Temporary Investment / Deployment of Unutilised Funds**

Pending utilisation of the net proceeds for the aforesaid purposes, the Company may deploy or invest such proceeds, to the extent permitted by applicable law, in interim treasury arrangements including deposits with banks, money market instruments, mutual funds, debt instruments, liquid schemes, government securities or other permitted avenues, as may be approved by the Board from time to time.

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## 12. Deployment and Reallocation

The exact objects and quantum of utilisation of the net proceeds shall be determined by the Board based on business requirements, availability of opportunities, project timelines, market conditions, commercial considerations, regulatory requirements and such other factors as may be relevant at the time of deployment. The Board shall have the right, subject to applicable law, to deploy, re-allocate, vary, revise, substitute, postpone or reschedule the utilisation of the net proceeds, inter se, amongst the aforesaid objects, and to use the proceeds directly or indirectly through one or more subsidiaries, associates, joint ventures, SPVs, strategic arrangements, acquisitions, platform structures or other entities, as may be considered expedient and in the best interests of the Company.

Without prejudice to the generality of the foregoing, the proceeds of the Issue may also be utilised for any other object, purpose, activity, investment, asset, business initiative, transaction, arrangement, restructuring, platform, project, undertaking or opportunity that is covered by, incidental or ancillary to, or in furtherance of, the existing objects of the Company under its Memorandum of Association and Articles of Association, and that is approved by the Board or its duly authorised Committee and permitted under applicable laws, rules and regulations.

It is hereby informed that, as per SEBI ICDR Regulations, a listed company may raise fund through any permissible mode, subject to the approval of the Board of Directors and shareholders by way of a Special Resolution or requisite approvals.

Accordingly, the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall deem to include 'Fund Raising Committee' or such other Committee as constituted or to be constituted by the Board to exercise one or more of its powers, including the powers conferred by this resolution) at their meeting held on 13<sup>th</sup> November, 2025 had considered and accorded their enabling approval for raising funds to the tune of up to INR 200 Crores (Rupees Two Hundred Crores Only) in one or more tranches, on such terms and conditions as it may deem fit, by way of issuance of, Equity Shares, and/or securities convertible into Equity Shares at the option of the Company and/ or the holders of such securities, and/ or securities linked to Equity Shares, and/or any other instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares, convertible or non-convertible debentures, preference shares, warrants, Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs) or any other securities convertible into equity shares (collectively referred to as "Securities" or "Eligible Securities") through one or more of the permissible modes including but not limited to private placement, qualified institutions placement.

The issue of Securities may be consummated in one or more tranches at such time or times at such price and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with book running lead manager(s) and other agencies that may be appointed, subject to the SEBI ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations.

The fund to be used for general corporate purposes, if any, shall not exceed 25% of the funds to be raised under QIP. In line with our inorganic growth strategy, we continue to selectively evaluate acquisition and investment opportunities which complement our service offerings, strengthen or establish our presence in target geographies, enhance our knowledge base and know-how and create synergies with existing

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(CIN: L68100TG2010PLC068624)

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businesses and operations. These acquisitions and investments shall align with the Company's objectives as outlined in the Memorandum of Association. The proceeds from the proposed Issue shall be utilized for any of the aforesaid purposes to the extent permitted by law. The Issue and allotment would be subject to obtaining the necessary regulatory approvals, if any.

This may entail rescheduling and revising the proposed utilisation of the net proceeds and reallocation of the funds from their planned allocation at the discretion of the management, subject to compliance with applicable laws.

If the net proceeds are not completely utilised for the purposes stated hereinabove due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) delay in procuring and operationalizing assets; (iv) receiving the necessary approvals; (v) force majeure and/or (vi) other commercial considerations, the same may be utilised (in part or full) as may be decided by the Board, in accordance with applicable laws.

The Board (including any duly authorized committee thereof) may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company. The proposed issue of capital is subject to the applicable regulations issued by the Securities and Exchange Board of India, the Stock Exchanges, RBI, MCA, GOI, RoC, to the extent applicable, and any other government/ statutory/ regulatory approvals as may be required in this regard in India or abroad.

In case the Issue is made through a qualified institutions placement:

- i. The allotment of Securities shall only be made to qualified institutional buyers as defined under Regulation 2(1)(ss) of SEBI ICDR Regulations ("QIBs") and no allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;
- ii. The allotment of the Securities shall be completed within 365 days from the date of passing of the Special Resolution or such other time as may be allowed under the Companies Act, 2013 and/or SEBI ICDR Regulations, from time to time;
- iii. The "relevant date" for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP; or in case of issuance of convertible securities, the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the issue of the convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares as provided under the SEBI ICDR Regulations;
- iv. The equity shares or eligible securities, of the same class, which are proposed to be allotted through qualified institutions placement or pursuant to conversion or exchange of eligible securities offered through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for passing the Special Resolution;
- v. An issuer shall be eligible to make a qualified institutions placement if any of its promoters or directors is not a fugitive economic offender;
- vi. No single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under the same control shall be deemed to be a single allottee;

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- vii. The Securities (excluding warrants) to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis;
- viii. The Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;
- ix. The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution passed by the shareholders.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche/s, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals (whether or not such investors are members of the Company) or otherwise as the Board in its absolute discretion deem fit.

The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than existing Members of the Company, approval of the Members is also being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act, only after receipt of prior approval of its Members by way of a Special Resolution. Consent of the Members would therefore be necessary pursuant to the provisions of Sections 42 and 62(1)(c) of the Act, read with applicable provisions of the SEBI ICDR Regulations and the SEBI Listing Regulations, for issuance of Securities. The Equity Shares allotted pursuant to the issue shall rank in all respects pari-passu with the existing Equity Shares of the Company.

The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The Directors and Key Managerial Personnel/Senior Management of the Company and relatives thereof may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued/allotted to them or to the companies in which they are directors or members.

The Board of Directors recommends the resolutions outlined in Items No. 2 of the accompanying Notice for approval by the Members as **Special Resolution**.

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Save as aforesaid, none of the Director(s), Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 2 of this Notice.

#### **ITEM NO. 3. & 4**

Mr. Prathipati Parthasarathi (DIN: 00004936) was appointed as an Independent Director of the Company for a term of five consecutive years commencing from 30th April, 2021, and his current term is due to expire on 29th April, 2026.

Based on the recommendation of the Nomination and Remuneration Committee, and upon evaluation of his performance, skills, experience and significant contribution to the Board and its Committees, the Board of Directors at its meeting held on 14th February, 2026, has approved and recommended to the Members the re-appointment of Mr. Prathipati Parthasarathi as an Independent Director for a second term of five (5) consecutive years commencing from 30th April, 2026 up to 29th April, 2031, not liable to retire by rotation, subject to approval of Members by way of Special Resolution.

Mr. Prathipati Parthasarathi has attained the age of 75 years, and in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members by way of a Special Resolution is required for continuation of his directorship.

In this regard, the Board is of the considered opinion that Mr. Prathipati Parthasarathi's vast experience, deep domain knowledge in Finance, Accountancy, Corporate Governance and business strategy, and his continued valuable guidance to the management and the Board, outweigh any concerns relating to his age. His active participation in Board deliberations, sound judgment, independence of views and ability to provide balanced and unbiased advice have been instrumental in strengthening the governance framework of the Company.

Further, based on the annual performance evaluation carried out by the Nomination and Remuneration Committee and the Board, Mr. Prathipati Parthasarathi has demonstrated effective engagement, high standards of integrity, and continued independence in his functioning, thereby making his continuation on the Board highly desirable and in the best interest of the Company.

The Company has received from Mr. Prathipati Parthasarathi:

- consent to act as a Director in terms of Section 152 of the Act;
- declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations;
- confirmation that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. Prathipati Parthasarathi fulfills the conditions specified in the Act and the Listing Regulations for re-appointment as an Independent Director and is independent of the management. The Board is of the view that his continued association would be of immense benefit to the Company considering his rich experience and expertise, and accordingly recommends his re-appointment.

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An electronic copy of the draft letter of re-appointment of Independent Director setting out the terms and conditions is available for inspection by the Members. Members seeking inspection may send a request through e-mail at [cs@spacenetent.com](mailto:cs@spacenetent.com), along with their DP ID/Client ID or Folio Number.

In compliance with the provisions of the Listing Regulations and Secretarial Standard–2 (SS-2), the details of Mr. Prathipati Parthasarathi are provided as part of the Notice.

Except Mr. Prathipati Parthasarathi, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 & 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 3 & 4 of the Notice for approval of the Members.

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

**Sd/-  
Monish Jaiswal  
Company Secretary & Compliance Officer**

**Date: 14<sup>th</sup> February, 2026  
Place: Hyderabad**

**Registered Office:  
CIN: L68100TG2010PLC068624  
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Details of Directors seeking appointment/re-appointment in the Notice of Postal Ballot dated February 14, 2024 is as follows:

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

Particulars	Details
Name of Director	Mr. Prathipati Parthasarathi
Director Identification Number (DIN)	00004936
Designation / Category	Non-Executive – Independent Director
Date of Birth	27-10-1948
Age	77 years
Date of First Appointment on the Board	30th April, 2021
Date of Re-appointment	30-04-2026
Term of Re-appointment	5 years (30-04-2026 to 29-04-2031)
Qualification	Graduate in Commerce; CAIIB
Expertise in Specific Functional Areas and Experience	Finance, Accountancy and Company's Business Development model. He has extensive experience in financial management, governance oversight and strategic business development.
Directorships held in other companies (including listed entities)	STRING METAVERSE LIMITED
Name of listed entities from which the person has resigned in the past three years	NIL

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Particulars	Details
Membership / Chairmanship of Committees of other Boards (other than the Company)	STRING METaverse LIMITED: 1. Member – Audit Committee 2. Member – Stakeholders Relationship Committee
Membership / Chairmanship of Committees of the Company	1. Chairman – Audit Committee 2. Chairman – Stakeholders Relationship Committee 3. Chairman – Risk Management Committee 4. Member – Nomination and Remuneration Committee
Relationship with other Directors / KMP	Not related to any Director / Key Managerial Personnel
Number of Board Meetings attended during the year	During FY 25-26 – Four Board Meeting
Shareholding in the Company (including beneficial ownership)	NIL
Terms and Conditions of Re-appointment	Re-appointment as an Independent Director for a second term of five years. A draft letter of re-appointment setting out terms and conditions is available for inspection at the registered office of the Company and on its website during business hours.
Details of Remuneration sought to be paid	Entitled to sitting fees for attending meetings of the Board and its Committees, as approved by the Board from time to time.
Remuneration last drawn	Sitting fees as applicable
Skills, Capabilities and Justification for Re-appointment (including Regulation 17(1A))	Mr. Prathipati Parthasarathi is a Commerce Graduate and CAIIB qualified professional with rich experience in Finance, Accountancy and Business Development. His expertise in financial oversight, governance practices and strategic decision-making has significantly contributed to the Company. Considering his active participation, independent judgment and valuable guidance, the Board believes that his continued association would be beneficial to the Company. Notwithstanding that he has attained the age of 75 years, he remains fully engaged and capable of contributing effectively to the Board, and his re-appointment is in the best interest of the Company.

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