

Dated: 31-05-2024

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 Section Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("The Act") read with the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and the Secretarial Standard – 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') vide its General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and various subsequent circulars, read with circulars No. 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 ('MCA Circulars'), 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 24th May, 2024 ("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.

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

Commencement of E-voting period	03rd June, 2024 at 9.00 AM (IST)
Conclusion of E-voting period	02nd July, 2024 at 5.00 PM (IST)

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

<https://www.spacenetent.com/notice/Spacenet%20Postal%20Ballot-31st%20May-2024.pdf>

We request you to kindly take the same on record.

Thanking you,
Yours faithfully,
For Spacenet Enterprises India Limited

M.Chowda Reddy
Company Secretary & Compliance Officer

Encl: As Above

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: L72200TG2010PLC068624**



SPACENET ENTERPRISES INDIA LIMITED

(CIN: L72200TG2010PLC068624)

Regd. Off. Address: Plot No.114, Survey No.66/2, Raidurgam, Prasanth Hills, Gachibowli, Nav Khalsa, Serilingampally, Ranga Reddy, Hyderabad-500008, Telangana, India. Tel: 04029345781, Email: cs@spacenetent.com, <http://spacenetent.com/>

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 is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**"The Act"**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the Secretarial Standard – 2 (**"SS-2"**) on General Meetings issued by the Institute of Company Secretaries of India (as amended) and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) vide its General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and various subsequent circulars, read with circulars No. 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (**'MCA Circulars'**), to transact the special business(s) as set out below which are proposed to be passed by the Members of Spacenet Enterprises India Limited (**"the Company"**) by means of Postal Ballot, only by voting through electronic means (**remote e-voting**).

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 02nd July, 2024.

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.

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 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. 02nd July, 2024.

Following are the proposed resolutions seeking approval of the Members of the Company through Postal Ballot.

SPECIAL BUSINESS

1.Approval of Material Related Party Transaction with Thalassa Enterprises Limited

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2024-25 and to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Thalassa Enterprises Ltd, a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT Any Director of the company be and is hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

2.Approval of Material Related Party Transaction with Billmart Fintech Limited

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2024-25 and to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be

and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Billmart Fintech Limited, a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT Any Director of the company be and is hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard."

3.Approval of Material Related Party Transaction with Spacenet Trade-Tech HK Limited

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2024-25 and to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Spacenet Trade-Tech HK Limited, a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT Any Director of the company be and is hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard."

4.Approval of Material Related Party Transaction with String Metaverse Limited

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2024-25 and to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with, String Metaverse Limited a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT Any Director of the company be and is hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard."

5.Approval of Material Related Party Transaction with Winteg People Solutions Private Limited

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2024-25 and to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with, Private Limited a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT Any Director of the company be and is hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

6.Approval of Material Related Party Transaction with Rajath Finance Limited

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2024-25 and to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with, Rajath Finance Limited a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI

Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT Any Director of the company be and is hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard."

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

**Sd/-
M.Chowda Reddy
Company Secretary
ACS:48009**

Date: 28th May,2024

Place: Hyderabad

Registered Office:

CIN:L72200TG2010PLC068624

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

Raidurgam, Prasanth Hills,

Gachibowli,Nav Khalsa ,

Serilingampally , Ranga Reddy,

Hyderabad-500008, Telangana, India.

Notes:

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 is annexed hereto and forms part of this PostalBallot Notice ("**Notice**").
2. In accordance with the General Circular No. 14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 02/2021 dated January 13, 2021, No.10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 03/2022 dated May 05, 2022, No. 11/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 issued by the Ministry of CorporateAffairs ("**MCA**") ("hereinafter collectively referred to as "**MCA Circulars**"), 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 24th May, 2024 ("**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 and on the website of CDSL, www.evotingindia.com.

3. 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 E - voting i.e. by casting their votes electronically instead of submitting postal ballot forms.
4. Members holding Equity Shares of the Company as on the Cut-off Date i.e. 24th May, 2024 ("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.

5. 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.
6. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at 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. 02nd July, 2024.

7. 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 E-voting period begins on **03rd June, 2024 at 9.00 AM (IST)** and ends on **02nd July, 2024 at 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. **24th May, 2024**, 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 abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 www.cdslindia.com and click on login icon & 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 service provider 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 available at CDSL website www.cdslindia.com and click on login & 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected 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 https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period</p>

<p>Individual Shareholders (holding securities in demat mode) Login through Their Depository Participants (DP)</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.</p> <p>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.</p> <p>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>
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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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 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.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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 OR 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.

- 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 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.
- 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 or RTA at 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 or contact at toll free no. 1800 22 55 33.

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

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.

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Items No. 1, 2, 3, 4, 5, & 6 of the accompanying Notice dated 28th May, 2024 For Item Nos. 1, 2, 3, 4, 5, & 6

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, mandates prior approval of members for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

A transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs.1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company during the Financial Year 2024-25. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 28th May, 2024, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item Nos. 1, 2, 3, 4, 5, and 6 of this Notice.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is provided herein below:

Resolution Item No. 1: Particulars of material related party transactions between Spacenet Enterprises India Limited and Thalassa Enterprises Limited.

Sr.No	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Thalassa Enterprises Limited is a Subsidiary Company
2	Type, tenure, material terms and particulars	<p>1.Sale /purchase / supply of goods /services or 2.Selling/buying/disposing of any kind of property or 3.Loan/Borrowing or 4.Inter corporate Deposit or 5.Advance or 6.Investment or 7.Remmuneration or 8.Interest Paid/Received or 9.Lease/Rent or 10.Availng/Rendering of any services</p> <p>Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).</p> <p>Approval of the shareholders is being sought for entering into an Arrangement/Agreement for any of above transaction(s) during the Financial Year 2024-25</p>
3	Value of the transaction	Up-to Rs.25 Crores.
4	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	9.50% of annual consolidated turnover of the Company for FY2023-24.

5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Funds Raised through preferential issue in accordance with the provisions of SEBI ICDR Regulations.(i.e.Rs.99.54 Crores vide EGM Approval dated on 10th January, 2024.)
	ii)where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure;	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Material terms and conditions are based on the contracts which inter alia include the rates based on commercial terms as on the date of entering into the contract(s).
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital
6	Justification as to why the RPT is in the interest of the listed entity	The above transactions shall be in the ordinary course of business of the Company and on an arm's length basis and as per company Investment plans and to ensure stability of Trade contracts and smooth business operations of the company.
7	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Based on commercial terms as on the date of entering into the contract such reports will be taken for such proposed transactions.
8	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Resolution Item No. 2: Particulars of material related party transactions between Spacenet Enterprises India Limited and Billmart Fintech Private Limited.

Sr.No	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Billmart Fintech Private Limited having Common Interested Director
2	Type, tenure, material terms and particulars	<p>1.Sale /purchase / supply of goods /services or</p> <p>2.Selling/buying/disposing of any kind property or</p> <p>3.Loan/Borrowing or</p> <p>4.Inter corporate Deposit or</p> <p>5.Advance or</p> <p>6.Investment or</p> <p>7.Remmuneration or</p> <p>8.Interest Paid/Received or</p> <p>9.Lease/Rent or</p> <p>10.Availing/Rendering of any services</p> <p>Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).</p> <p>Approval of the shareholders is being sought for entering into an Arrangement/Agreement for any of above transaction(s) during the Financial Year 2024-25</p>
3	Value of the transaction	Up-to Rs.25 Crores
4	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	19.50% of annual consolidated turnover of the Company for FY2023-24.

5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Funds Raised through preferential issue in accordance with the provisions of SEBI ICDR Regulations (i.e.Rs.99.54 Crores vide EGM Approval dated on 10th January, 2024.)
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure;	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Material terms and conditions are based on the contracts which inter alia include the rates based on commercial terms as on the date of entering into the contract(s).
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital
6	Justification as to why the RPT is in the interest of the listed entity	The above transactions shall be in the ordinary course of business of the Company and on an arm's length basis and as per company investment plans and to ensure stability of Trade contracts and smooth business operations of the company.
7	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Based on commercial terms as on the date of entering into the contract such reports will be taken for such proposed transactions.
8	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

Resolution Item No. 3: Particulars of material related party transactions between Spacenet Enterprises India Limited and Spacenet Trade-Tech HK Limited.

Sr.No	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Spacenet Trade-Tech HK Limited is a Subsidiary Company
2	Type, tenure, material terms and particulars	<p>1.Sale /purchase / supply of goods /services or 2.Selling/buying/disposing of any kind property or 3.Loan/Borrowing or 4.Inter corporate Deposit or 5.Advance or 6.Investment or 7.Remmuneration or 8.Interest Paid/Received or 9.Lease/Rent or 10.Availing/Rendering of any services</p> <p>Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).</p> <p>Approval of the shareholders is being sought for entering into an Arrangement/agreement for any of above transaction(s) during the Financial Year 2024-25</p>
3	Value of the transaction	Up-to Rs.50 Cr
4	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	39.% of annual consolidated turnover of the Company for FY2023-24.

5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Funds Raised through preferential issue in accordance with the provisions of SEBI ICDR Regulations.(i.e.Rs.99.54 Crores vide EGM Approval dated on 10th January, 2024.)
	ii)where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure;	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Material terms and conditions are based on the contracts which inter alia include the rates based on commercial terms as on the date of entering into the contract(s).
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital
6	Justification as to why the RPT is in the interest of the listed entity.	The above transactions shall be in the ordinary course of business of the Company and on an arm's length basis and as per company investment plans and to ensure stability of Trade contracts and smooth business operations of the company.
7	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Based on commercial terms as on the date of entering into the contract such reports will be taken for such proposed transactions.
8	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

Resolution Item No. 4: Particulars of material related party transactions between Spacenet Enterprises India Limited and String Metaverse Limited.

Sr.No	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	String Metaverse Limited having Common Interested Director(s)
2	Type, tenure, material terms and particulars	<p>1.Sale /purchase / supply of goods /services or 2.Selling/buying/disposing of any kind property or 3.Loan/Borrowing or 4.Inter corporate Deposit or 5.Advance or 6.Investment or 7.Remmuneration or 8.Interest Paid/Received or 9.Lease/Rent or 10.Availing/Rendering of any services</p> <p>Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).</p> <p>Approval of the shareholders is being sought for entering into an Arrangement/agreement for any of above transaction(s) during the Financial Year 2024-25</p>
3	Value of the transaction	Up-to Rs.15 Crores.
4	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	1.7% of annual consolidated turnover of the Company for FY2023-24.

5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Funds Raised through preferential issue in accordance with the provisions of SEBI ICDR Regulations.(i.e.Rs.99.54 Crores vide EGM Approval dated on 10th January, 2024.)
	ii)where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure;	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Material terms and conditions are based on the contracts which inter alia include the rates based on commercial terms as on the date of entering into the contract(s).
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital
6	Justification as to why the RPT is in the interest of the listed entity	The above transactions shall be in the ordinary course of business of the Company and on an arm's length basis and as per company Investment plans and to ensure stability of Trade contracts and smooth business operations of the company.
7	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Based on commercial terms as on the date of entering into the contract such reports will be taken for such proposed transactions.
8	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

Resolution Item No. 5: Particulars of material related party transactions between Spacenet Enterprises India Limited and Winteg People Solutions Private Limited.

Sr.No	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Winteg People Solutions Private Limited is a Subsidiary Company
2	Type, tenure, material terms and particulars	<p>1.Sale /purchase / supply of goods /services or 2.Selling/buying/disposing of any property kind or 3.Loan/Borrowing or 4.Inter corporate Deposit or 5.Advance or 6.Investment or 7.Remmuneration or 8.Interest Paid/Received or 9.Lease/Rent or 10.Availing/Rendering of any services</p> <p>Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).</p> <p>Approval of the shareholders is being sought for entering into an Arrangement/agreement for any of above transaction(s) during the Financial Year 2024-25</p>
3	Value of the transaction	Up-to Rs.15 Crores
4	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	1.7% of annual consolidated turnover of the Company for FY2023-24

5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Funds Raised through preferential issue in accordance with the provisions of SEBI ICDR Regulations.(i.e.Rs.99.54 Crores vide EGM Approval dated on 10th January, 2024.)
	ii)where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure;	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Material terms and conditions are based on the contracts which inter alia include the rates based on commercial terms as on the date of entering into the contract(s).
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital
6	Justification as to why the RPT is in the interest of the listed entity	The above transactions shall be in the ordinary course of business of the Company and on an arm's length basis and as per company investment plans and to ensure stability of Trade contracts and smooth business operations of the company.
7	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Based on commercial terms as on the date of entering into the contract such reports will be taken for such proposed transactions.
8	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

Resolution Item No. 6: Particulars of material related party transactions between Spacenet Enterprises India Limited and Rajath Finance Limited .

Sr.No	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Rajath Finance Limited is having Common interested Director
2	Type, tenure, material terms and particulars	<p>1.Sale /purchase / supply of goods /services or 2.Selling/buying/disposing of any kind property or 3.Loan/Borrowing or 4.Inter corporate Deposit or 5.Advance or 6.Investment or 7.Remmuneration or 8.Interest Paid/Received or 9.Lease/Rent or 10.Availing/Rendering of any services</p> <p>Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).</p> <p>Approval of the shareholders is being sought for entering into an agreement for any of above transaction(s) during the Financial Year 2024-25</p>
3	Value of the transaction	Up-to Rs.15 Crores
4	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	1.7% of annual consolidated turnover of the Company for FY2023-24

5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Funds Raised through preferential issue in accordance with the provisions of SEBI ICDR Regulations.(i.e.Rs.99.54 Crores vide EGM Approval dated on 10th January, 2024.)
	ii)where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure;	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Material terms and conditions are based on the contracts which inter alia include the rates based on commercial terms as on the date of entering into the contract(s).
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital
6	Justification as to why the RPT is in the interest of the listed entity	The above transactions shall be in the ordinary course of business of the Company and on an arm's length basis and as per company Investment plans and to ensure stability of Trade contracts and smooth business operations of the company.
7	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Based on commercial terms as on the date of entering into the contract such reports will be taken for such proposed transactions.
8	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution(s).

The Board recommends passing of the Special Resolutions as set out in Item nos. 1, 2, 3, 4, 5, & 6 of this Notice, for approval by the Members of the Company.

Shri. Dasigi Venkata Surya Prakash Rao, Smt.Korpuvenkata Kalikanaka Durga, Shri. Sethurathnam Ravi, Shri. Vasudevarao Maraka, Shri Ghanshyam Dass Shri. Sarat Kumar Malik And their relatives are deemed to be concerned or interested in resolutions no. 1, 2, 3, 4, 5, & 6 of this Notice.

None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolutions, as set out in Item no. 1, 2, 3, 4, 5, & 6 of this Notice.

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

**Sd/-
M.Chowda Reddy
Company Secretary
ACS:48009**

Date: 28th May,2024

Place: Hyderabad