



11TH
ANNUAL REPORT
2020 - 2021

A Global Fintech Company
Empowering Decentralized
Finance



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Dasigi Venkata Surya Prakash Rao
(Executive Director & CFO)

Mr. Satya Srikanth Karaturi
(Whole-time Director)

Mr. Suresh Tammineedi
(Executive Director)

Mr. Prathipati Parthasarathi
(Independent Director)

Mr. Chukka Siva Satya Srinivas
(Independent Director)

Mrs. Korpu Venkata Kali Kanaka Durga
(Woman Independent Director)

COMPANY SECRETARY

Mr. M. Chowda Reddy

STATUTORY AUDITORS

Gorantla & Co

Chartered Accountants

H.NO.6-3-664, Flat No.101, B-block,
Prestigae Rai Towers, Opp: NIMS Hospital
Panjagutta, Hyderabad-500082
Telangana, India.

INTERNAL AUDITORS

M/s Navitha and Associate

Chartered Accountants

#16-2-740/75, Plot No: 26,
V.K. Dhage Nagar, Dilsukhnagar,
Hyderabad-500060,
Telangana, India.

REGISTERED OFFICE ADDRESS

Plot No.114, Survey No.66/2, Street No.03,
Raidurgam, Prasanth Hills, Gachibowli,
Nav Khalsa , Serilingampally , Ranga Reddy,
Hyderabad-500008, Telangana, India

REGISTRAR AND SHARE TRANSFER AGENT (RTA)

CIL Securities Limited
214, Raghava Ratna Towers,
Chirag Ali Lane,
Hyderabad - 500 001.
Phone: +91 040-2320 3155

BANKERS

HDFC Bank,
Axis Bank,
Yes Bank
Bank of Baroda

BOARD COMMITTEES

Audit Committee
Nomination and Remuneration Committee
Stakeholders' Relationship Committee

CHAIRMAN OF THE COMMITTEES

Mr. Prathipati Parthasarathi
(Independent Director)

MEMBERS OF THE COMMITTEES

Mr. Chukka Siva Satya Srinivas
(Independent Director)

Mrs. Korpu Venkata Kali Kanaka Durga-
(Woman Independent Director)

Spacenet Enterprises India Limited

[CIN: L72200TG2010PLC068624]

Regd. Office : Plot No.114, Survey No.66/2, Raidurgam, Prasanth Hills, Gachibowli,
Nav Khalsa , Serilingampally , Ranga Reddy, Hyderabad-500008, Telangana, India,
Tel: 040 29345781, E-mail: cs@spacenetent.com: Website: <http://spacenetent.com/>

Notice of the 11TH Annual General Meeting (AGM)

NOTICE is hereby given that the 11th Annual General Meeting (AGM) of the shareholders of Spacenet Enterprises India Limited ("The Company") will be held on Friday, 24th September, 2021 at 04:00 PM (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") at the Registered office Address of the company situated at Plot No.114, Survey No.66/2, Raidurgam, Prasanth Hills, Gachibowli, Nav Khalsa, Serilingampally, Ranga Reddy, Hyderabad-500008, Telangana, India, to transact the following businesses:

ORDINARY BUSINESS

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021, THE REPORT OF THE AUDITORS' THEREON AND THE REPORT OF THE BOARD OF DIRECTORS'**

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

"RESOLVED that the Audited Financial Statements of the company for the financial year ended March 31, 2021, the report of the auditors' thereon and the report of the board of directors for the financial year ended March 31, 2021 as circulated to the members of the company be and are hereby received, considered, and adopted".

- 2. TO APPOINT A DIRECTOR IN PLACE OF MR. DASIGI VENKATA SURYA PRAKASH RAO (DIN: 03013165), EXECUTIVE DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

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

"RESOLVED that pursuant to Section 152 of the Companies Act 2013 and other applicable provisions, if any, Mr. Dasigi Venkata Surya Prakash Rao (DIN: 03013165), Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

- 3. TO APPOINT M/S. JAYESH SANGHRAJKA AND CO LLP, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY AND AUTHORIZE BOARD OF DIRECTORS TO FIX THE REMUNERATION.**

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

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation made by the Audit Committee of the Board M/s Jayesh Sanghrajka and Co LLP., Chartered Accountants, (Firm Registration No: 104184W/W100075) who have confirmed their eligibility for appointment consent of the

Members of the Company be and are hereby appointed as the Statutory Auditors of the Company, in the place of existing statutory Auditors M/S Gorantla & Co, chartered Accountants, (ICAI) Firm Registration No. 016943S, who tendered their resignation which is effective from conclusion of this 11th Annual General Meeting of the company.

RESOLVED FURTHER THAT M/s Jayesh Sanghrajka and Co LLP., Chartered Accountants (Firm Registration No: 104184W/W100075) be and are hereby appointed as Statutory Auditor of the Company For a period of 5 (Five) Years to hold the office from the conclusion of this 11th Annual General Meeting of the company till the conclusion of 16th Annual General Meeting of the company to be held in the year 2026

RESOLVED FURTHER THAT pursuant to the provisions of section 142 and other applicable provisions, if any, of the Companies Act, 2013 including any modification(s) or amendment thereof, the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of M/s Jayesh Sanghrajka and Co LLP., Chartered Accountants (Firm Registration No: 104184W/W100075), as Statutory Auditors of the Company.

“RESOLVED FURTHER THAT all the Directors and/or the Company Secretary of the Company be and are hereby authorized jointly or Severally to do all such acts, deeds and things as may be necessary and expedient to give effect to the above resolutions, on behalf of the Company.”

SPECIAL BUSINESS

4. TO 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 **Ordinary Resolution**:*

“RESOLVED that pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV, (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), Mr. Prathipati Parthasarathi (DIN: 00004936) who has been appointed as an Additional Director (Category: Non-Executive & Independent Director) with effect from 30th April, 2021 by the Board of Directors, who holds office up-to the date of this 11th Annual General Meeting of the company under Section 161 of the Act, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years from 30th April, 2021.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

5. TO APPROVE CHANGE IN DESIGNATION OF MR. SATYA SRIKANTH KARATURI (DIN: 07733024), NON-EXECUTIVE DIRECTOR (CATEGORY: INDEPENDENT DIRECTOR) OF THE COMPANY FROM NON-EXECUTIVE DIRECTOR (CATEGORY: INDEPENDENT DIRECTOR) TO EXECUTIVE DIRECTOR (CATEGORY: WHOLE TIME DIRECTOR):

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and Rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such approvals, consents or permissions as may be required and in terms with the enabling provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to elevate and Change in Designation of Mr. Satya Srikanth Karaturi (DIN: 07733024), Non-Executive Director (Category: Independent director) of the Company from Non-Executive Director (Category: Independent director) to Executive Director (Category: Whole Time Director) of the Company for a period of Five (5) years w.e.f. 30th April,2021, as recommended by the Nomination & Remuneration Committee and Board of Directors in its meeting held on 30th April,2021, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening 11th Annual General Meeting of the company, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be accepted to Mr. Satya Srikanth Karaturi, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

RESOLVED FURTHER THAT the office of whole Time Director shall be liable to retire by rotation, provided that if he vacates office by retirement by rotation under the provisions of the Companies Act, 2013 at any Annual General Meeting and is re-appointed as a Director at the same meeting, he shall not, by reason only of such vacation, cease to be the Whole Time Director.

RESOLVED FURTHER THAT subject to such approvals, consents and permission as may be required, in the event of loss or inadequacy of net profits in any financial year, the Company pays, remuneration to Mr. Satya Srikanth Karaturi by way of salary, perquisites and allowances as set out in Explanatory Statement as Minimum Remuneration.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of the appointment and / or remuneration as may be agreed between the Board of Directors and Mr. Satya Srikanth Karaturi and/or in such manner and to such extent as may be permitted or authorized in accordance with the provisions under the Companies Act, 2013 for the time being in force, subject to the same not exceeding the limits specified in Schedule V of the Companies Act, 2013

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

6. TO AMEND THE MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY

To consider and if thought fit to pass, with or without modification, 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 and agreed to by the Board of Directors (hereinafter referred to as “Board” which term shall include any of committees of the Board or one or more directors), 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:

- A. Clause III (A) of the Objects clause of the Memorandum of Association (MOA) of the Company be titled as “THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION”.
- B. The existing Main Objects of Clause III (A) be altered by replacing the same with the following new Clause III (A) as under:

(A) “THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To design, develop and carry on the business of development of Software tools and platforms providing fast, flexible and reliable commodities trading tools and to provide order management and risk management software tools for Global commodity markets using the Quantitative, Derivative and Neuro models.

Clause 1A - “To design, develop, acquire, assemble, manufacture, distribute, transmit, maintain, mortgage, transfer, purchase, sell, hire, lease, import, export and to Act as dealer, franchiser, and to provide management and marketing services in the field of data transmission, software development, e-commerce business solutions, hardware, peripherals, consumables, network computers, related Activities globally and indigenously and to run software training institutions”

Clause 1B - “To provide high-tech consulting and services on management of informatics and technology for enterprise excellence (MINT-EX) by project management, internet service provider, web applications development, corporate training, business automation analysis, internet advertisements and to set up and run electronic data processing centres and to carry on business of data/word processors, development of management information system, computerization feasibility study and to conduct or sponsor training, programs, courses, seminars for imparting or spreading the knowledge and use of computers, research and development computer programs and publishing and distributions of books, journals and course materials and to purchase, sell these products both in India and abroad and To Carry On The Business To Develop, Own, Manage And Operate, De-Fid apps, (Decentralized Applications) De-Fi Decentralized Financial) Technology, Crypto Exchange DEX (Decentralized Exchange) & Crypto Mining, Liquidity Mining, Block Chain Technology, Block Chain Solutions, in India or outside India through company Subsidiaries incorporated at outside India subject to approval of all necessary Regulatory Authorities Both in India & respective outside India countries and gaming

Technology, and to invest in Block Chain Technology & gaming Technology, Non Fungible Token (NFT), Yield Farming Technologies, Electronic Platform(S), Trade Platform(S) Other Electronic Internet Based Mechanism, Internet Technology, Mobile Technology, IT Services, IT Solutions, IT Consulting, Software Development, Big Data Consulting, Software Product Engineering, Cloud Integrated Devops, , Cloud Services, Data Science, Digital Product Design, ,Fast & Reliable Internet Connections, Internet Security, Malware Prevention, Web Filtering, And Phishing Protection, , And Software Application Management In India Or Abroad.

2. To carry on the business of and become member of Multi Commodity Exchanges and Spot Exchanges and engage in trading and clearing activities including derivative contracts and options contracts and comply with the rules relating to delivery of goods and payments of price and participate in ready delivery and forward contracts, specific delivery contracts, future contracts in accordance with the rules, regulations and bye-laws of commodity exchanges as prescribed and amended from time to time by the SEBI Securities Contracts Regulation Act (SCRA) 1956.
3. To carry on the business as a member or authorized user in commodity exchange and to invest, acquire and to deal in gold, silver, platinum, aluminium, iron, steel, copper, petroleum, crude oil, cotton, jute, oils, oilseeds, rubber, pepper and commodities of all kinds, agricultural or otherwise, finished or unfinished goods and to take delivery and hold them as permitted under Securities Contracts Regulation Act (SCRA), 1956 and the rules made there under and *To carry on the business for providing services in the fields of Trade Finance, Trade-Technology, Financial-Technology(Fin-Tech), Trade Receivables Discounting System (TReDS), Bill discounting platforms, Trade Credit Insurance services, Receivable Finance, Supply Chain Finance, Exporter Finance, Importer Finance, and global trade, Invoice Factoring, Post Shipment Finance, Export Bill Discounting, Invoice Discounting, and Working Capital Loan facilitations services , Domestic Factoring, International Factoring, Letters of Credit, Vendor financing services, PO financing services, and Cross-border funding services, B2B Procurement, Cross-Border Trade, International Trade, Export-Import, Trading houses, Purchase Orders, Credit Risk Management services, MSME/SME Financial services, , Quick access to working capital, Corporate Treasury Management services , in India or outside India..*
4. *To carry on the business of manufacturing, producing, designing, servicing, assembling, altering repairing, buying, selling, packing, transporting, distributing, importing, exporting and Trading, to preparing, cutting, polishing, setting, designing, of all types of bullion, Gold, jewels, gemstones , ornaments, in India or outside India.*

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 without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution..”

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 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 as may be directed by the Registrar of Companies and to modify the same accordingly.

7. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY FROM ₹. 50,00,00,000/- (RUPEES FIFTY CRORES ONLY) TO ₹. 55,00,00,000/- (RUPEES FIFTY FIVE CRORE ONLY)

*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 sub-section (1), read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any amendment thereto or re-enactment thereof), the approval of the Members be and is hereby accorded to increase in authorized Share Capital of the Company from ₹. 50,00,00,000/- (Rupees Fifty Crores only) divided into 50,00,00,000 (Fifty Crores only) Equity Shares of ₹. 1/- (Rupees one Only) each TO ₹.55,00,00,000/- (Rupees Fifty Five Crore Only) divided into 55,00,00,000 (Fifty Five Crore Only) Equity shares of ₹. 1/- (Rupees one only) each, by addition of ₹. 5,00,00,000/- (Rupees Five Crore only) divided into 5,00,00,000 (Five Crore only) Equity shares of ₹. 1/- (Rupees one Only) each.

"RESOLVED FURTHER THAT pursuant to Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 the existing Clause V of the Memorandum of Association of the Company relating to share capital be and is hereby altered by deleting the same and substituting in its Place the following, as new Clause V."

V. "The Authorized Share Capital of the Company is ₹.55,00,00,000/- (Rupees Fifty Five Crore Only) divided into 55,00,00,000 (Fifty Five Crore Only) Equity shares of ₹. 1/- (Rupees one only) each, with power of the company to consolidate, convert, divide, subdivide, increase, modify and reduce the capital of the company for the time being into several classes and issue any new shares with any preferential, deferred, or special rights, privileges or conditions attached thereto under the provisions of the companies Act,2013 or any other Applicable Act(s), Rule(s) and Regulation(s)etc."

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 without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.."

8. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION (MOA) UNDER THE PROVISIONS OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to Section 13, 15 and other applicable provisions of the Companies Act,2013 and rules made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of

Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee), consent of the members be and is hereby accorded to adopt the new set of Memorandum of Association under the provisions of Companies Act, 2013 in place of the existing Memorandum of Association of the company.

RESOLVED FURTHER THAT the existing Clause III (B) containing the “Objects Incidental or Ancillary to the attainment of Main Objects” sub-clause no. 1 to 51 be and is hereby stands deleted and replaced by New Clause III (B) be titled as “Matters which are necessary for furtherance of the Objects specified in Clause III (A) containing the sub-clause no. 1 to 65.

RESOLVED FURTHER THAT the existing Clause III (C) containing the “Other Objects of the Company” sub clause no. 1 to 14 be and is hereby also stands deleted in full.

RESOLVED FURTHER THAT The Words “Companies Act 1956” and section numbers under this Act wherever appears in the existing Memorandum shall be replaced with the words “Companies Act, 2013” along with corresponding section numbers under Companies Act, 2013 in new set of Memorandum of Association Adopted pursuant to the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT The Words “the Gift Tax Act, 1958” and wherever appears in the existing Memorandum shall be replaced with the words “Income Tax Act, 1961” in new set of Memorandum of Association Adopted pursuant to the provisions of the Companies Act, 2013.

“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 without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution..”

9. ALTERATION OF THE ARTICLES OF ASSOCIATION (AOA) 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 14 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any statutory modifications or re- enactment thereof for the time being in force), and subject to the necessary approval(s), permissions, consents and sanctions required, if any by the statutory authority and all other applicable laws and regulations if any, approval of the members of the Company be and is hereby accorded for effecting the following amendments in the existing Articles of Association of the Company:-

To substitute the Following clause No. 16 under the head of “Share Capital and variation of rights” in the Articles of Association of the Company: -

16 FURTHER ISSUE OF SHARE CAPITAL

Where at any time, The Board or the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered—

- (i) To persons who, at the date of the offer, are holders of Equity Shares of the Company in proportion, as nearly as circumstances admit, to the Paid up Share Capital on those shares by sending a letter of offer subject to the following conditions, namely:
- A. The offer shall be made by notice specifying the number of shares offered and Time Limit as mentioned in the Act from the Time/date of the offer within which the offer, if not accepted, shall be deemed to have been declined;
 - B. The offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the shares offered to him or any of them in favour of any other Person; and the notice referred to in Article 16 (i) A above shall contain a statement of this right;
 - C. After the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner which is not disadvantageous to the Shareholders and the Company.
- (ii) To employees under a scheme of Employees' Stock Option, subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under Law;
- (iii) To any persons, if it is authorized by a Special Resolution, whether or not those Persons include the Persons referred to in sub-articles (i) or Article (ii) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to compliance with the applicable provisions of chapter III of the Act and such other conditions, Rules as may be prescribed under Law.

"The notice referred to in Article 16 (i) (A) shall be dispatched through registered post or speed post or through electronic mode to all the existing Shareholders as per time mentioned in the Act before the opening of the issue."

"Nothing in this Article shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into shares in the Company Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting".

The provisions contained in this Article shall be subject to the provisions of Section 42 and Section 62 of the Companies Act, 2013 and the Rules made thereunder and All Applicable SEBI Laws, Regulations, Notifications, circulars made/ given by SEBI From time to time.

"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 without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

10. APPROVAL OF SPACENET EMPLOYEE STOCK OPTION SCHEME- 2021:

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

“RESOLVED THAT pursuant to Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (The Act) and the Companies (Share Capital and Debenture) Rules, 2014 and other Rules made thereunder The act and in accordance with the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”) and any other Laws, rules, regulations and guidelines issued by any other Regulatory or Government authority (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), subject to such approvals, permissions, sanctions and such conditions and modifications as may be prescribed or imposed by the above authorities while granting such approval, permissions and sanctions and subject to such other approvals, consent, permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall include Nomination and Remuneration Committee constituted and designated by the Board to act as the ‘Compensation Committee’ under SEBI (Share Based Employee Benefits) Regulations, 2014 to introduce, offer and implement the proposed “SPACENET Employee Stock Option Scheme 2021” to grant, vest and allot, from time to time, and in one or more tranches, Not Exceeding 1,00,00,000 (One Crore Only) options exercisable into 1,00,00,000 (One Crore Only) Equity Shares of face value of ₹. 1/- (One) each to the present and future employees, whether working in India or out of India, of the Company selected on the basis of criteria prescribed by the Board in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014, hereinafter referred to as “the Eligible Employees” under SPACENET Employee Stock Option Scheme 2021”, on such terms and conditions including price, as may be determined by the Board in accordance with the provisions of SPACENET Employee Stock Option Scheme 2021” and in due compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014, and other applicable Laws, rules and regulations.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve, decide upon and implement the “SPACENET Employee Stock Option Scheme 2021” on the terms and conditions contained therein and stated in the explanatory statement annexed hereto including instances where such Stock Options shall lapse/cancel and to grant such number of Stock Options, to such employees and Directors of the Company, at par or at such other price, at such time and on such terms and conditions as set out in the “SPACENET Employee Stock Option Scheme 2021” and as the Board may in its absolute discretion think fit, subject to applicable laws and to make any modification(s), change(s), variation (s), alteration(s) or revision(s) in terms and conditions of the “SPACENET Employee Stock Option Scheme 2021 from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the “SPACENET Employee Stock Option Scheme 2021” as the Board may, in its absolute discretion, think fit, subject to applicable laws”.

“RESOLVED FURTHER THAT the Equity Shares issued upon exercise of the Options and issued under “SPACENET Employee Stock Option Scheme 2021” shall rank pari passu in all respects with the existing Equity Shares of the Company including the entitlement of dividend.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, change in capital structure, sale of division and others, if any, additional Equity Shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the ceiling on the number of options mentioned in the resolution above, shall be deemed to be increased to the extent of such additional Equity Shares issued.”

“RESOLVED FURTHER THAT in case the Equity Shares of the Company are consolidated, then the number of shares to be allotted and the exercise price payable by the option grantees under the “SPACENET Employee Stock Option Scheme 2021” shall automatically stand reduced, as the case may be, in the same proportion as the present face value of ₹. 1/- (Rupees One Only) per Equity Share bears to the revised face value of the equity shares of the Company after such consolidation, without affecting any other rights or obligations of the said grantees.”

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (Share Based Employee Benefits) Regulations, 2014 and any other applicable laws and regulations to the extent relevant and applicable to “SPACENET Employee Stock Option Scheme 2021”.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make any variation, amendment, modification or alteration in the “SPACENET Employee Stock Option Scheme 2021” as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Companies Act, 2013 the SEBI (Share Based Employee Benefits) Regulations, 2014, Listing Regulations and other applicable laws unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted Stock Options under the “SPACENET Employee Stock Option Scheme 2021”.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, Brokers, Solicitors, Registrars, Advertisement Agency, Investors Service Centre, professionals, independent agencies and other advisors, merchant bankers, valuers, consultants or representatives, being incidental to the effective implementation and administration of the “SPACENET Employee Stock Option Scheme 2021” as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the shareholders of the Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of “SPACENET Employee Stock Option Scheme 2021” and also to prefer applications to the appropriate Authorities, Parties and Instructions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/National Stock Exchange of India (NSE) or with any Authorities, Stock Exchange, and all other documents required to be filed in the above connection and to take all such steps and do all such acts as may be incidental or ancillary thereto”.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the Equity Shares allotted under “SPACENET Employee Stock Option Scheme 2021” on the stock exchanges where the equity shares of the company are listed as per the provisions of the Listing Regulations and other applicable laws, rules and regulations.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein, to any committee of the Board of Directors, with power to further delegate such powers to any executives/ Company Secretary/officers of the Company, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard.”

11. TO APPROVE CONVERSION OF LOAN INTO EQUITY:

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

“RESOLVED THAT in continuation of the special resolution passed by the shareholders in their Extraordinary General Meeting (EGM) held on July 20, 2020 and pursuant to Section 62 (3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the applicable provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and other applicable regulations of Securities and Exchange Board of India (SEBI), if any, as may be applicable, other applicable rules, notifications, guidelines, regulations issued by various authorities including but not limited to Government of India, SEBI, RBI, Stock Exchange (s) and any other competent authorities and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of statutory/regulatory authorities, MCA, Stock Exchange(s), SEBI, institutions or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, on the terms and conditions contained in the financing documents, such terms and conditions to provide, inter alia, to convert the whole or part of the outstanding loans of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not), (as already stipulated or as may be specified by the Financial Institutions/Banks and any body corporate entity(ies)/Company (ies)/LLP (ies) under the financing documents executed or to be executed in respect of the financial assistance which have already been availed or which may be availed by the Company under the lending arrangements (existing and future arrangements) with various Banks and Financial Institutions and any Body corporate entity(ies)/Company (ies)/LLP (ies) (hereinafter collectively referred to as the “Lenders”), at the option of the Lenders, the loans or any other financial assistance categorized as loans (hereinafter referred to as the “Financial Assistance”), in Foreign Currency or in Indian Rupees, which have already been availed from the Lenders or as may be availed from the Lenders, from time to time, Aggregating up-to an Amount not exceeding ₹ 50.00 Crores (Rupees Fifty Crores only) into fully paid up equity shares of the Company on such terms and conditions as may be stipulated in the financing documents and subject to applicable law and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the “Notice of Conversion”) and in accordance with the following conditions:

- i. The conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistance;
- ii. on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up equity shares to the Lenders or any other person identified by the Lenders as from the date of conversion and the Lenders may accept the same in satisfaction of the part of the loans so converted;
- iii. The part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment instalments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the loan so converted. The equity shares so allotted and issued to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects.
- iv. In the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, and list the shares in the Stock exchanges where Company's shares are presently listed and for the said purpose the Company shall take all such steps as may be necessary to ensure that the equity shares are listed in the Stock Exchanges.
- v. The loans shall be converted into equity shares at a price to be determined in accordance with the applicable Securities and Exchange Board of India (SEBI) Regulations at the time of such conversion.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the terms and conditions for raising the Financial Assistance, from time to time, with an option to convert the Financial Assistance into equity shares of the Company any time during the currency of the Financial Assistance, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection with or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the

members or otherwise to the end and intent that they shall be deemed to have given their approval there to expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Equity Shares proposed to be allotted in terms of this resolution shall be subject to the following:

- i. The said Equity Shares shall be issued and allotted by the Company to lenders subject to Applicable provisions of Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, from the date of passing of this resolution subject to approval of any regulatory authority or the Central Government.
- ii. The Equity Shares proposed to be issued shall rank pari- passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.
- iii. The Equity Shares to be allotted shall be subject to a lock-in for such period as specified under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- iv. The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 except to the extent and in the manner permitted thereunder;

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein, to any committee of the Board of Directors, with power to further delegate such powers to any executives/ Company Secretary/officers of the Company, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard.”

12. AUTHORISING THE BOARD OF DIRECTORS OF THE COMPANY TO MAKE OFFER(S) OR INVITATION FOR SUBSCRIPTION OF EQUITY SHARES AND/OR ISSUANCE OF DEPOSITORY RECEIPTS INCLUDING ADR AND GDR OR BONDS INCLUDING FCCB OR SECURITIES CONVERTIBLE INTO EQUITY SHARES OR NON-CONVERTIBLE DEBT INSTRUMENTS ALONG WITH WARRANTS OR ANY COMBINATION THEREOF AGGREGATING UPTO AN AMOUNT NOT EXCEEDING ₹ 750 CRORES INCLUDING PREMIUM BY WAY OF (QIP) /PREFERENTIAL ALLOTMENT/ ISSUE OF DEPOSITORY RECEIPTS OR ISSUE OF FCCB OR SUCH OTHER PERMISSIBLE MODE OR COMBINATIONS THEREOF:

*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, 41, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable rules thereunder and also including any relevant provisions of the Companies Act, 1956 to the extent that such provisions of the Companies Act, 1956 have not been superseded by the Companies Act, 2013 (the **“Companies Act”**), the provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“SEBI LODR Regulations”**),

the listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the **"Stock Exchanges"**), the provisions of the Foreign Exchange Management Act, 1999, as amended (the **"FEMA"**), including the Foreign Exchange Management (Non Debt Instruments) Rules, 2019, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and amendments thereof (**"FCCB Scheme"**), the Depository Receipt Scheme, 2014, the SEBI Circular on framework for issue of depository receipts issued on October 10, 2019, the Foreign Exchange Management (Borrowing and Lending Regulations), 2018, the master direction on External Commercial Borrowings, Trade Credits and Structured Obligations issued by the Reserve Bank of India (the **"RBI"**) as updated from time to time, as applicable, the Consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (the **"GoI"**) from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Government of India, the RBI, the Securities and Exchange Board of India (the **"SEBI"**), the Ministry of Corporate Affairs (MCA), the Stock Exchanges, and/ or any other competent Regulatory/Statutory authorities and subject to any required approvals, consents, permissions and/or sanctions from the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry, the SEBI, the MCA, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, the consent of the members be and is hereby accorded to create, issue, offer and allot in one or more tranches (including with provisions for reservation on firm and /or competitive basis of such part of issue and for such categories of persons, as may be permitted), either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company with a face value of ₹ 01 (Rupees One each) (the **"Equity Shares"**), Equity Shares against which American Depository Receipts (**"ADRs"**) and Global Depository Receipts (**"GDRs"**) may be issued, foreign currency convertible bonds (**"FCCBs"**) and/or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise), and/or non-convertible debt instruments along with warrants, or any combination thereof, whether Rupee denominated or denominated in foreign currency (the Equity Shares and all such other securities are hereinafter collectively referred to as the **"Securities"**), to such eligible investors including qualified institutional buyers (as defined in the SEBI ICDR Regulations) (**"QIBs"**), eligible foreign/non-resident investors and/or any other category of investors whether or not such investors are members of the Company, as the Board of Directors of the Company (hereinafter called the **"Board"** which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) may determine in accordance with applicable law, by way of a qualified institutions placement (**"QIP"**) in accordance with Chapter VI of the SEBI ICDR Regulations or by way of preferential allotment in accordance with Chapter V of the SEBI ICDR Regulations or ADR/ GDR/ FCCB issuances or through any other permissible mode or any combination thereof of any of the above, subject to applicable laws, for Aggregating up to an amount not exceeding ₹ 750 Crores (Rupees Seven Hundred and Fifty Crores only), inclusive of such premium if any as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including at such price or prices, at a discount or premium to market price or prices (as permitted under applicable law), as may be deemed appropriate by the Board in its absolute discretion, all subject to applicable laws, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the book running lead manager(s) and/underwriter(s) or other advisor(s) appointed for such issue.

RESOLVED FURTHER THAT in the event that the issue is way of a qualified institutions placement (**"QIP"**) under the SEBI ICDR Regulations, the allotment of Securities or any combination thereof as may be decided by the Board, shall be completed within 365 days from the date of approval

of the shareholders of the Company by way of a special resolution for approving QIP or such other time as may be allowed under the SEBI ICDR Regulations, at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations, provided that the Board may offer such discount as permitted under applicable law, on such price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations, the Securities shall be allotted as fully paid-up (subject to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Securities shall not exceed the period as per SEBI Regulations from the date of allotment.

RESOLVED FURTHER THAT subject to relevant provisions of applicable laws, rules, regulations, as amended, from time to time, the “relevant date” for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or a duly authorized Committee thereof decides to open the proposed issue of Equity Shares, and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs under Chapter VI of the SEBI ICDR Regulations, the “relevant date” for the purpose of pricing of such convertible securities, shall be the date of the meeting in which the Board or a duly authorized Committee thereof decides to open the issue of such convertible securities, subject to any relevant provisions of applicable laws, rules, regulations, as amended, from time to time.

RESOLVED FURTHER THAT the relevant date for the determination of the applicable price for the issue of any other Securities shall be as per the regulations/guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the Government of India through their various departments, or any other regulator, as the case may be, and the pricing of any Equity Shares issued upon the conversion of such Securities shall be made subject to and in compliance with the applicable rules and regulations.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, pursuant to the provisions of the FCCB Scheme, the Depository Receipt Scheme, 2014, the SEBI Circular on framework for issue of depository receipts issued on October 10, 2019, the Foreign Exchange Management (Borrowing and Lending Regulations), 2018, the master direction on External Commercial Borrowings, Trade Credits and Structured Obligations issued by the RBI, as updated from time to time and applicable pricing provisions issued by the Ministry of Finance, as applicable, the Relevant Date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting at which the Board decides to open such issue.

RESOLVED FURTHER THAT in the event that Securities are proposed to be issued as part of an ADR/GDR issue, the foreign depository authorized by the Board may issue depository receipts representing the underlying permissible securities in such form and with such features and attributes as may be permitted under applicable law and required to provide for the tradability and free transferability thereof as per prevalent market practices and regulations (including listing on permissible overseas stock exchange(s)).

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approvals, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid issue of Securities may have all or any terms or combination of terms, in accordance with prevalent market practices or as the Board may at its sole and absolute discretion deem fit, including but not limited to the terms and conditions, relating to payment of dividend, premium on redemption at the option of the Company and/or holders of any Securities, or

variation of the price or period of conversion of Securities into Equity Shares or issue of Equity Shares during the period of the Securities or terms pertaining to voting rights or option(s) for early redemption of Securities.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- i. The Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company; and
- ii. Any Equity Shares that may be created, offered, issued and allotted by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering. All such Equity Shares shall rank *pari passu* with the existing Equity Shares in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution described above the Board or a committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the private placement offer letter/ preliminary as well as final placement document(s)/ offering circulars / information memorandum / prospectuses /offer documents and any addenda or corrigenda thereto, as applicable, with any applicable regulatory authorities or agencies, as may be required, the nature and number of Securities to be allotted, determination of QIBs/eligible foreign/non-resident investors and/or any other eligible categories of investors to whom the Securities will be offered and allotted in accordance with applicable law, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter/ offering circulars / information memoranda / prospectuses /offer documents, and any addenda or corrigenda thereto, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking/ indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) as may be necessary or required for the aforesaid purpose, and signing of declarations, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the ROC, the book running lead manager(s), or other authorities or agencies involved in or concerned with the issue of Securities 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 be exercised by the Board to the end and intent 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 the Board or any Committee thereof be and is hereby authorized to engage/appoint book running lead managers, Merchant Bankers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agents, trustees, bankers, lawyers, advisors, Consultants, and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of the Securities on the Stock Exchanges.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein, to any committee of the Board of Directors, with power to further delegate such powers to any executives/ Company Secretary/officers of the Company, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard.”

13. AUTHORISING THE BOARD OF DIRECTORS OF THE COMPANY FOR APPLICATION OF LISTING OF SECURITIES OF THE COMPANY ON MAIN BOARD OF BSE AND LONDON STOCK EXCHANGE AND ANY OTHER INTERNATIONAL STOCK EXCHANGES:

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

“RESOLVED THAT pursuant to provisions of Memorandum and Articles of Association of the company and all Applicable Laws, Rules, Regulations, Notifications, circulars, Procedures, in force to List the securities of the company on London Stock Exchange and Any other international stock exchanges subject to approval of Necessary Government, and Statutory/Regulatory Authorities if any, consent of the members of the company be and is hereby accorded to the Board of Directors of the Company for making application to list Securities of the Company on London Stock Exchange, and other international stock exchanges as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company and follow all such procedures specified under Applicable Laws, Rules, Regulations, Procedures in force in London Stock Exchanges, and other international stock exchanges as amended from time to time.”

“RESOLVED FURTHER THAT pursuant to provisions Securities and Exchange Board of India Act, 1992 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and all other applicable SEBI Regulations, if any, and pursuant to provisions the Companies Act, 2013 (“the Act”) and the rules framed there under [including any statutory modification/s or re-enactment/s thereof for the time being in force, and as per Memorandum and Articles of Association of the company of the company and guidelines/requirements given by the National Stock Exchange of India Limited (NSE) & BSE Limited (Bombay Stock Exchange), consent of the members of the company be and is hereby accorded to the Board of Directors of the Company for making application to list existing paid up Equity Share Capital of the Company(which is listed on main Board of NSE presently) on main Board of BSE Limited (Bombay Stock Exchange), and follow such procedures specified under SEBI Regulations, as amended from time to time.”

“RESOLVED FURTHER THAT Any Director and/or Company Secretary of the Company be are hereby authorized jointly or severally to deal with any Government or semi-government authorities in Domestic Country or in Foreign Country and any other concerned intermediaries including but not limited to Bombay Stock Exchange (BSE), National Stock Exchange of India Limited (NSE), London Stock Exchange, and other International Stock Exchanges and Securities

and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) to apply modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of listing of securities on London Stock Exchange and other international stock exchanges & BSE Limited (Bombay Stock Exchange).

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, Brokers, Financial Advisors, Solicitors, Lawyers, Attorneys, Consultants, Registrars, Advertisement Agency, Investors Service Centre, professionals, independent agencies, and other advisors, merchant bankers, valuers, or representatives, for the aforesaid purpose of Listing of securities in domestic and International and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the shareholders of the Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, and also to prefer applications to the appropriate Authorities, Parties and Instructions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the Regulatory Authorities and Stock Exchanges, and all other documents required to be filed in the above connection and to take all such steps and do all such acts as may be incidental or ancillary thereto”.

“RESOLVED FURTHER THAT all the Directors and/or the Company Secretary of the Company be and are hereby authorized jointly or Severally to do all such acts, deeds and things as may be necessary and expedient to give effect to the above resolutions, on behalf of the Company.”

14. AUTHORISING THE BOARD OF DIRECTORS OF THE COMPANY TO GIVE ANY LOAN/ GUARANTEE OR PROVIDE SECURITY AND ACQUIRE BY WAY OF SUBSCRIPTION, PURCHASE OR OTHERWISE, SECURITIES OF ANY OTHER BODY CORPORATE AGGREGATING UPTO AN AMOUNT NOT EXCEEDING ₹ 250,CRORE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, Aggregating up to an amount not exceeding ₹ 250 Crores (Rupees Two hundred and Fifty Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the

Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

15. APPROVAL FOR RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with “KLING ENTERPRISES INDIA LIMITED” THALASSA ENTERPRISES INDIA PRIVATE LIMITED”, “BARRET COMMODITY TRADERS PRIVATE LIMITED “ & KLING TRADING INDIA PRIVATE LIMITED”, related parties within the meaning of Section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations, for Trade Contracts, on such terms and conditions as the Board of Directors may deem fit, Aggregating up to an amount not exceeding ₹ 200 Crore (Rupees Two Hundred Crore Only) for the financial year 2021-22, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be deem necessary, proper, desirable and expedient in its absolute discretion including the powers to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of the Directors or to any Director of the Company or Company Secretary of the Company for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.

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

**Date : 27th August 2021
Place: Hyderabad**

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

NOTES

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, circular no. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and Circular no. 02/2021 dated January 13, 2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic” and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 pandemic” (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM. Hence, members can attend and participate in the AGM through VC/OAVM only.
2. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto.
3. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the AGM so as to enable the management to keep the information ready
4. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
5. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. M/s. CIL Securities Limited is the Registrar & Share Transfer Agents (RTA) of the Company. All communications in respect of share transfers, dematerialization and change in the address of the members may be communicated to the RTA.
6. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the RTA/Company
7. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.

8. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the DEMAT account holders can operate their accounts if they had already provided Income Tax Permanent Account Number either at the time of opening of the account or at any time subsequently. In case they have not furnished the Income Tax Permanent Account Number to the Depository Participants, such DEMAT account holders are requested to contact their depository participant(s) with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen DEMAT accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular ref. no. MRD/Dop/Cir-05/2009 dated May 20, 2009 made it mandatory to have PAN particulars for registration of physical share transfer requests. Based on the directive contained in the said circulars, all share transfer requests are therefore to be accompanied with PAN details. Members holding shares in physical form can submit their PAN details to the Company / RTA.
9. In accordance with, the General Circular No. 20/2020 dated 5 May 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12 May 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the company or the Depository Participant(s).
10. Members holding shares in physical mode and who have not updated their email addresses with the company/RTA are requested to update their email addresses by writing to the RTA/company at rta@cilsecurities.com or cs@spacenetent.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register or update their email addresses with the relevant Depository Participants.

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

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines and circulars issued by the Ministry of Corporate Affairs (MCA) & SEBI as mentioned above, The forthcoming 11th AGM of the company will be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing 11th AGM of the company through VC/OAVM only.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 11th AGM of the company, For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the 11th AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders

holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel (KMP) the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this 11th AGM, hence the proxy form and attendance slip including Route Map are not annexed to this notice, However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 11th AGM has been uploaded on the website of the Company at <http://spacenetent.com/> and The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com. And The 11th AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The 11th AGM be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

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

1. **Book closure date** : The Register of Members and Share Transfer Books of the Company will remain closed from Saturday,18th September,2021 to Friday,24th September, 2021 (both days inclusive)
2. **Cut-off date** : Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e Friday,17th September,2021, shall be entitled to avail the facility of remote e-voting as well as e-voting during 11th AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only, A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during 11th AGM by following the procedure mentioned in this part.
3. **E- Voting period**: The E- voting period begins on Tuesday 21st September, 2021 at 09:00 AM (IST) and ends on Thursday 23rd September, 2021 at 05:00 PM (IST) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday,17th September,2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

4. In addition, the facility for e-voting through electronic voting system will be available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through CDSL.
5. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
6. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
7. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
8. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
9. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their Demat accounts in order to access e-Voting facility.
10. Pursuant to **SEBI circular_no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated_09.12.2020**, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders Holding Securities in Demat Mode With CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access

	<p>the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online For IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (Holding Securities In Demat Mode) Login Through Their Depository Participants</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 or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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	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. <ul style="list-style-type: none"> • 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.

- VI. After entering these details appropriately, click on “SUBMIT” tab.

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

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address cs@spacenetent.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING ANNUAL GENERAL MEETING (AGM) ARE AS UNDER:

- I. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- II. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting
- III. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- IV. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- V. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- VI. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- VII. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker shareholder by sending their request in advance at least 10 days prior to AGM mentioning their name, Demat account number/folio number, email id, mobile number at cs@spacenetent.com, The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to AGM mentioning their name, demat account number/folio number, email id, mobile number at cs@spacenetent.com These queries will be replied to by the company suitably by email.
- VIII. Those shareholders who have registered themselves as a speaker shareholder will only be allowed to express their views/ask questions during the AGM.
- IX. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- X. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the AGM.

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

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

GENERAL INSTRUCTIONS

The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday,17th September,2021.

The Company has appointed Shri. Desina Balarama Krishna (Cop. No. 22414), Practicing Company Secretary, Hyderabad, has been appointed by the Board of Directors as the Scrutinizer to scrutinize the Remote e-voting process & E-voting at AGM, in a fair and transparent manner.

The Scrutinizer, after scrutinizing the votes cast at the meeting through poll and through remote e-voting will, not later than 48 hours from the conclusion of the AGM, make a consolidated scrutinizer's report and submit the same to the Chairman.

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

The Voting results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company <http://spacenetent.com/> and on the website of www.cdslindia.com and the same voting results shall simultaneously be communicated to the Stock Exchanges within 48 hours from conclusion of AGM.

GENERAL INFORMATION TO THE MEMBERS AT A GLANCE:

Particulars	Details
Date of AGM	Friday,24th September, 2021
Time of AGM	04:00 PM (IST)
Mode of conducting AGM	Video Conferencing (VC) and Other Audio-Visual Means (OAVM)
Book closure date	Saturday,18th September,2021 to Friday,24th September, 2021 (both days inclusive)

Cut-off date for e-voting	Friday,17th September,2021
E-voting start time and date	Tuesday 21st September, 2021 at 09:00 AM(IST)
E-voting end time and date	Thursday 23rd September, 2021 at 05:00 PM IST
contact details of the company & Address of the Registered office	M. Chowda Reddy Company Secretary & Compliance Officer SPACENET ENTERPRISES INDIA LIMITED Plot No.114, Survey No.66/2, Street No.03, Raidurgam, Prasanth Hills, Gachibowli, Nav Khalsa, Serilingampally, Ranga Reddy, Hyderabad-500008, Telangana, India. Tel: 040 29345781 E-mail: cs@spacenetent.com Website: http://spacenetent.com/
Name, address and contact details of Registrar and Share Transfer Agent (RTA)	CIL Securities Limited 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad-500 001. Telangana, India Phone: +91 040- 69011111, 022-22885177/78 Whatsapp :9392900905 E-mail: rta@cilsecurities.com Website : https://www.cilsecurities.com/

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 TO ORDINARY BUSINESS

ITEM NO. 3:

To Appoint M/s. Jayesh Sanghrajka And Co LLP, Chartered Accountants As Statutory Auditors Of The Company And Authorize Board Of Directors To Fix The Remuneration.

M/s. Gorantla & Co, Chartered Accountants, (Firm Registration No: 016943S), Chartered Accountants, Statutory Auditor of the company has tendered their resignation vide Letter Dated :25th August, 2021 w.e.f. conclusion of this 11th AGM of the company stating the reason that due to their Pre occupation in another assignments.

In compliance of provisions of Companies Act,2013 and Rules made thereunder with respect to the appointment of the Statutory Auditors of the company , the Board of directors in their meeting held on 27th August, 2021 with recommendation of Audit Committee has recommended the appointment of M/s. Jayesh Sanghrajka and Co LLP., Chartered Accountants, (Firm Registration No: 104184W/W100075) as statutory auditor of the company for a period of 05(Five) Years from the conclusion of this 11th AGM of the company till the conclusion of 16th AGM of the company to be held in the year 2026.

M/s. Jayesh Sanghrajka and Co LLP., Chartered Accountants have given their written consent to act as statutory auditors of the Company and given a certificate in accordance with Section 139, 141 and other applicable provisions of the Companies Act,2013 to the effect that their appointment, if made, shall be in accordance with the conditions prescribed and that they are eligible to hold office as Statutory Auditors of the Company.

Pursuant to the provisions of section 142 and other applicable provisions, if any, of the Companies Act, 2013 the Board of Directors of the Company will decide and fix the remuneration of M/s Jayesh Sanghrajka and Co LLP., Chartered Accountants (Firm Registration No: 104184W/W100075), as Statutory Auditors of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 03 of the Notice.

The Board of Directors recommends the Resolution set out at Item No. 03 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

ITEMS TO SPECIAL BUSINESS

ITEM NO. 4:

To Appoint Mr. Prathipati Parthasarathi (DIN: 00004936) As an Independent Director of The Company:

The Board of Directors of the Company have appointed Mr. Prathipati Parthasarathi, as an Additional Independent Director of the Company in their meeting held on 30th April, 2021 to hold office for a period of five consecutive years, commencing from 30th April,2021 not liable to retire by rotation, subject to consent by the Members of the Company at this Annual General Meeting ("AGM").

As an Additional Independent Director, Mr. Prathipati Parthasarathi, holds office till the date of the ensuing 11th AGM and is eligible for being appointed as an Independent Director.

The Company has received a declaration from Mr. Prathipati Parthasarathi, confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Mr. Prathipati Parthasarathi, is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

In the opinion of the Board, Mr. Prathipati Parthasarathi, fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and details as required under SS-2 (Secretarial Standard-2 on “General Meetings”) of Mr. Prathipati Parthasarathi, seeking appointment as an Independent Director is given in this notice.

The Board of Directors considers that on account of Mr. Prathipati Parthasarathi A graduate of B.Com; CAIIB and His rich experience in the field of Finance, Accountancy, & company’s Business Development model & Corporate Governance which will helpful for dynamic growth of the Company and his appointment shall be in the interest of the Company.

The Company has received a Notice from a Member in writing under his hand signifying his candidature as a director under Section 160 of the companies Act,2013 proposing his candidature for the office of Director of the company.

Therefore, the Board of Directors recommends the Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

Except Mr. P. Parthasarathi, none of the other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

A statement containing his profile is given as per Annexure- 1

ITEM NO.5

To Approve Change In Designation Of Mr. Satya Srikanth Karaturi (DIN: 07733024), Non-Executive Director (Category: Independent Director) Of The Company From Non-Executive Director (Category: Independent Director) To Executive Director (Category: Whole Time Director):

The Board of Directors on recommendation of the Nomination and Remuneration Committee considered that Mr. Satya Srikanth Karaturi’s level of competence towards developments in Company’s business areas would be of immense benefit and financial growth of the Company therefore it is desirable to avail his services as Whole Time Director.

Based on the above, the Board of Directors of the Company at their meeting held on 30th April,2021 changed the designation of Mr. Satya Srikanth Karaturi from Non-Executive Director (Category: Independent) to Executive Director (Category : Whole Time Director) of the Company, liable to retire by rotation, for a period of Five years effective from 30th April,2021, subject to approval of the Shareholders.

The main terms and conditions relating to the re-appointment and terms of remuneration Mr. Satya Srikanth Karaturi as Whole Time Director are as follows:

1. **Tenure:** For a period of 5 years i.e., from 30th April, 2021 to 29th April, 2026.
2. **Nature of Duties:** The Whole Time Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
3. **Remuneration:** The Whole Time Director shall be entitled to remuneration as stated here under in terms of Schedule V of the Companies Act, 2013:

Basic Salary:

Basic Salary up to a Maximum of ₹. 1,00,000/- (Rupees One Lakh Only) per Month, with authority to the Board or a Committee thereof to fix his Basic Salary within the said Maximum amount Provided that annual increment shall be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ('NRC'), The recommendation of NRC will be based on Company performance and individual performance.

B. Benefits, perquisites and allowances:

Benefits, Perquisites and Allowances as may be determined by the Board from time to time over and above the Basic Salary within the Limits allowed under the Companies Act, 2013 read with Schedule V of the said Act.

C. Minimum Remuneration:

Notwithstanding anything to the contrary here in contained where in any Financial Year during the currency of the tenure of Whole Time Director of the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Basic Salary, Benefits, Perquisites, Allowances and Incentive Remuneration as specified above within the Limits allowed under the Companies Act, 2013 read with Schedule V of the Companies Act, 2013.

D. Termination:

The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/Performance Linked Incentive/Commission (paid at the discretion of the Board), in lieu of such notice.

The employment of the Whole Time Director may be terminated by the Company without notice or payment in lieu of notice:

- if the Whole Time Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company to which he is required by the Agreement to render services;
- In the event of any serious or repeated or continuing breach (after prior warning) or non-observance by Whole Time Director of any of the stipulations contained in the Agreement; or
- In the event the Board expresses its loss of confidence in the Whole Time Director.

- In the event the Whole Time Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- If and when this Agreement expires or is terminated for any reason whatsoever, Mr. Satya Srikanth Karaturi will cease to be the Whole Time Director but shall not ceased to be a Director of the Company. If at any time, Mr. Satya Srikanth Karaturi ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Whole Time Director and this Agreement shall forthwith terminate. If at any time, the Whole Time Director ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Whole Time Director of the Company.

E. Policies:

All Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Whole Time Director unless specifically provided otherwise.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and details as required under SS-2 (Secretarial Standard-2 on "General Meetings") of Mr. Satya Srikanth Karaturi, seeking appointment as Whole Time Director is given in this notice

The Board of Directors also considers that on account of vast knowledge and experience of Mr. Satya Srikanth Karaturi, his appointment shall be in the interest of the Company. Therefore, the Board of Directors recommends the Resolution set out at Item No. 05 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

Except Mr. Satya Srikanth Karaturi, none of other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 05 of the AGM Notice.

A statement containing his profile is given as per Annexure- 1

ITEM NO.6

To Amend the Main Objects Clause of the Memorandum of Association (MOA) of the Company

The Company is mainly in the business of design, develop and carry on the business of development of Software tools and platforms providing fast, flexible and reliable commodities trading tools and to provide order management and risk management software tools for Global commodity markets using the Quantitative, Derivative and Neuro models and also carrying on the business as a member or authorized user in commodity exchange and to invest, acquire and to deal in gold, silver, platinum, aluminium, iron, steel, copper, petroleum, crude oil, cotton, jute, oils, oilseeds, rubber, pepper and commodities of all kinds, agricultural or otherwise, finished or unfinished goods and to take delivery and hold them as permitted under 1. SEBI Securities Contracts Regulation Act (SCRA) 1956 and the rules made there under.

Your Board has to consider from time-to-time proposals to enter into areas which would be profitable for the Company. For this purpose, the object Clause of the Company, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

In the Emerging Technology Era, the Company intends to explore and expand its Business by pursuing following further new lines of Business objects which are combined with the present

activities of the company in order to grab the more opportunities in the market and to create value addition to the all its stake holders of the company

To Carry On The Business To Develop, Own, Manage And Operate, De-Fid apps, (Decentralized Applications) De-Fi Decentralized Financial) Technology, Crypto Exchange DEx (Decentralized Exchange) & Crypto Mining, Liquidity Mining, Block Chain Technology , Block Chain Solutions, in India or outside India through company Subsidiaries incorporated at outside India subject to approval of Regulatory Authorities Both in India & respective outside India countries and gaming Technology, and to invest in Block Chain Technology & gaming Technology, Non Fungible Token (NFT), Yield Farming Technologies, Electronic Platform(S), Trade Platform(S) Other Electronic Internet Based Mechanism, Internet Technology, Mobile Technology, IT Services, IT Solutions, IT Consulting, Software Development, Big Data Consulting, Software Product Engineering, Cloud Integrated Devops, , Cloud Services, Data Science, Digital Product Design, ,Fast & Reliable Internet Connections, Internet Security, Malware Prevention, Web Filtering, And Phishing Protection, , And Software Application Management In India Or Abroad.

To carry on the business for providing services in the fields of Trade Finance, Trade-Technology, Financial-Technology(Fin-Tech), Trade Receivables Discounting System (TReDS), Bill discounting platforms Trade Credit Insurance services, Receivable Finance, Supply Chain Finance, Exporter Finance, Importer Finance, and global trade, Invoice Factoring, Post Shipment Finance, Export Bill Discounting, Invoice Discounting, and Working Capital Loan facilitations services , Domestic Factoring, International Factoring, Letters of Credit, Vendor financing services, PO financing services, and Cross-border funding services, B2B Procurement, Cross-Border Trade, International Trade, Export-Import, Trading houses, Purchase Orders, Credit Risk Management services, MSME/SME Financial services, , Quick access to working capital, Corporate Treasury Management services , in India or outside India..

To carry on the business of manufacturing, producing, designing, servicing, assembling, altering repairing, buying, selling, packing, transporting, distributing, importing, exporting and Trading, to preparing, cutting, polishing, setting,, designing, of all types of bullion, Gold, jewels, gemstones , ornaments, in India or outside India.

The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution will enable the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company.

The "Main Object" clause of the Memorandum of Association of the Company is being amended by deletion of Clause III (A) and with insertion of New Clause III (A).

The Board at its meeting held on 27th August, 2021 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

Further in keeping with the amendments as introduced by the Companies Act 2013 the Main Objects clause of the Memorandum of Association of the Company, Clause III (A) is accordingly to be titled as "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION"

A draft copy of the Amended Memorandum of Association of the Company after incorporating the above objects clause is available for e-inspection and also available on the website of the Company i.e. <http://spacenetent.com/>

The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item No 06 of the AGM Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.06 of the Notice.

ITEM NO.7

Increase In Authorized Share Capital of The Company from ₹. 50,00,00,000/- (Rupees Fifty Crores Only) To ₹. 55,00,00,000/- (Rupees Fifty-Five Crore Only)

It is proposed by the Board of Directors of the company vide Board Meeting dated 27th August, 2021 to increase authorized capital of the company from ₹. 50,00,00,000/- (Rupees Fifty Crores only) divided into 50,00,00,000 (Fifty Crores only) Equity Shares of ₹. 1/- (Rupees one Only) each TO ₹. 55,00,00,000/- (Rupees Fifty Five Crore Only) divided into 55,00,00,000 (Fifty Five Crore Only) Equity shares of ₹. 1/- (Rupees one only) each, by addition of ₹. 5,00,00,000/- (Rupees Five Crore only) divided into 5,00,00,000 (Five Crore only) Equity shares of ₹. 1/- (Rupees one Only) each in order to meet further issue of capital of the company in future.

As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association with the consent of Shareholders by passing a special Resolution and it would be necessary to amend Clause V of the Memorandum of Association.

Accordingly The Resolution seeks approval of Members to increase the Share Capital and to amend the said Clause.

The Board recommends the Special Resolution set out at Item No 07 of the AGM Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.07 of the Notice.

ITEM NO.8

Adoption of New Set of Memorandum of Association (MOA) Under the Provisions of the Companies Act, 2013

The Memorandum of Association ("MOA") of the Company, as presently in force, is based on the erstwhile Companies Act, 1956.

According to the Companies Act, 2013, the companies are required to have only "Matters which are necessary for furtherance of the objects specified in clause III (A)", Accordingly the existing Clause III (B) containing the "Objects Incidental or Ancillary to the attainment of Main Objects" sub-clause no. 1 to 51 stands deleted and replaced by New Clause III (B) be titled as "Matters which are necessary for furtherance of the Objects specified in Clause III (A) containing the sub-clause no. 1 to 65.

Further in terms of provisions of the Companies Act, 2013, MOA shall not consist of "other object clause Accordingly the existing Clause III (C) containing the "Other Objects of the Company" sub clause no. 1 to 14 are also stands deleted in full.

As the provisions of "Companies Act 1956" are no longer in existence, The Words "Companies Act 1956" and section numbers under this Act wherever appears in the existing Memorandum of Association of the company shall be replaced with the words "Companies Act, 2013" along with

corresponding section numbers under Companies Act, 2013 in new set of Memorandum of Association Adopted pursuant to the provisions of the Companies Act, 2013.

As the provisions of "Gift Tax Act, 1958" are no longer in existence The Words "the Gift Tax Act, 1958" and wherever appears in the existing Memorandum of Association of the company shall be replaced with the words "Income Tax Act,1961" in new set of Memorandum of Association Adopted pursuant to the provisions of the Companies Act, 2013.

Therefore, it is considered expedient to replace the existing Memorandum of Association ("MOA") of the Company which in force pursuant to provisions of Companies Act, 1956 by adopting a new set Memorandum of Association ("MOA") as per the provisions of Companies Act, 2013.

The new set of Memorandum of Association to be substituted in place of the existing Memorandum of Association are in the format prescribed under Schedule I 'Table A' of the Companies Act, 2013 which sets out the model MOA for a Company limited by shares.

A draft copy of the Memorandum of Association of the Company after adopting new set MOA available for e-inspection and also available on the website of the Company i.e. <http://www.spacenetent.com/>

The Board recommends the Special Resolution set out at Item No 08 of the AGM Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.08 of the Notice.

ITEM NO.9

Alteration of the Articles of Association (AOA) Of the Company

The Board of Directors of the company has proposed to raise funds by way of Preferential issues/Qualified Institutional Placements (QIP) and also proposed to issue of ADR/GDR in future and Equity shares to Employees of the company under SPACENET Employee Stock Options Scheme-2021 and to convert the Existing Loans of the company into Equity, whereas all these will come under the preview of further issue of share capital under section 62 read with section 42 of Companies Act, 2013.

In order to carry out any of the further issue transaction mentioned above it is necessary to contain a clear Article in the Articles of Association of the company to enable the company for proceeding for further issue of share capital as per provisions of Companies Act, 2013 and SEBI Regulations.

Therefore as stated above The Board of Directors' in their meeting held on 27th August, 2021 has approved the amendment in the Article of Association of the Company by substituting the Existing Article Clause No.16 with the New Article Clause No.16 by providing all suitable and clear Articles comparing with the existing Articles Clause No. 16 , for further issue of shares by the company as per provisions of Companies Act, 2013 as amended from time to time.

Pursuant to the provisions of section 14 of the Companies Act, 2013, alteration of articles requires approval of the members of the Company by way of a Special Resolution at a general meeting.

A draft copy of the proposed amended Articles of Association (AOA) is available for e-inspection and also available on the website of the Company i.e. <http://www.spacenetent.com/>

The Board recommends the Special Resolution set out at Item No 09 of the AGM Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.09 of the Notice.

ITEM NO.10

Approval of Spacenet Employee Stock Option Scheme- 2021:

Your Company believes that employees form an integral part of the organization for sustained growth and strive to create a work environment that fosters high performance culture. In today's competitive world, equity-based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plan.

Your Company fully recognizes the same and therefore wants its employees to participate and share the fruits of growth and prosperity along with the Company and intends to reward, attract, motivate and retain employees and Senior management of the Company for their high level of individual performance and for their efforts to improve the financial performance of the Company with the objective of achieving sustained growth of the Company and creation of shareholders value by aligning the interests of the eligible employees with the long-term interests of the Company.

With the above objective, the Board of Directors of the Company [hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration Committee ("NRC Committee") constituted by the Board or any other Committee which the Board may constitute / designate to act as the Compensation Committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Share Capital and Debenture) Rules, 2014 read along with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Foreign Exchange Management Act, 1999, the Memorandum and Articles of Association of the Company, proposed "SPACENET Employee Stock Option Scheme 2021" and this Scheme has been formulated in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014.

The terms and broad framework of this Scheme has been approved by the Board of Directors of the Company at their meeting held on 30th April, 2021.

Under "SPACENET Employee Stock Option Scheme 2021" the eligible employees shall be granted employee Stock Options in the form of Options which will be exercisable into equity shares of ₹. 1/- each of the Company (the "Equity Shares").

The maximum number of Equity Shares to be issued and allotted under the "SPACENET Employee Stock Option Scheme 2021" shall be limited to 1,00,00,000 (One Crore only) Equity Shares of the Company.

The "SPACENET Employee Stock Option Scheme 2021" will be administered by the Nomination & Remuneration Committee of the Board constituted pursuant to the provisions of Section 178 of the Companies Act, 2013.

The salient features, relevant disclosures and details of the SPACENET Employee Stock Option Scheme 2021 are as follows:

Brief Description of the Scheme(s):

SPACENET Employee Stock Option Scheme 2021 is intended to reward, attract, motivate and retain eligible employees and Directors of the Company for their high level of individual performance and for their efforts to improve the financial performance of the Company with the objective of achieving sustained growth of the Company and creation of shareholders' value by aligning the interests of the eligible employees with the long-term interests of the Company.

Total number of Stock Options to be granted:

The total number of Stock Options that may in aggregate be granted shall be such number that would entitle the grantees to acquire, in one or more tranches, such equity shares of the Company not exceeding 1,00,00,000 (One Crore only) Equity Shares of the Company of ₹. 1/- each.

Upon exercise, each Stock Option entitles the relevant grantee to one Equity Share (i.e. one Stock Option will entitle the grantee to one Equity Share).

In case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other re-organisation of capital structure of the Company, as the case may be, the number of Stock Options and / or the Equity Shares to be allotted upon exercise of Options shall be reasonably adjusted as per the provisions of the ESOS Scheme and in case of sub-division or consolidation of shares then the number of shares and the exercise price shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹. 1/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such subdivision or consolidation, without affecting any other rights or obligations of the eligible employees who have been granted Stock Options under the "SPACENET Employee Stock Option Scheme 2021"

Stock Options not vested due to non-fulfilment of the vesting conditions, vested Stock Options which the grantees expressly refuse to exercise, Stock Options (vested and not exercised and unvested) which have been surrendered and any Stock Options granted but not vested or exercised within the stipulated time due to any reasons, shall lapse / Cancel and all these lapsed / Cancelled Stock Options or the underlying Equity Shares will be available for grant under the present "SPACENET Employee Stock Option Scheme 2021" Scheme or under a new scheme, subject to compliance with applicable laws.

Identification of classes of employees entitled to participate in the "SPACENET Employee Stock Option Scheme 2021":***Following classes of employees, shall be eligible to participate in the Scheme:***

- i. A permanent employee of the Company, working in India or outside India;
- ii. Directors of the Company whether whole time or not but excluding an Independent Director; or
- iii. An employee as defined in (i) or (ii) above of a subsidiary (future subsidiary, if any), in India or Outside India, or of a holding company of the Company (if any).

Following persons are not entitled to participate in the Scheme:

- i. An employee who is a promoter or a person belonging to the promoter group; or
- ii. An Independent Director of the company
- iii. A Director who either himself/herself or through his relative or through Any Body Corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding Equity Shares of the Company.

The eligibility of an employee shall be determined by the Nomination & Remuneration Committee as per the eligibility criteria as may be determined by the Board/ Remuneration Committee.

Requirements of vesting, period of vesting and maximum period within which the Options shall be vested:

The Board or the Nomination & Remuneration Committee may, at its discretion, lay down certain criteria including, but not limited to, the performance metrics on the achievement of which the granted Stock Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted can vest, and which may be specified in the respective grant letters / award agreement or the vesting letters to be issued in this regard. The detailed terms and conditions relating to such criteria for vesting, the period over which and the proportion in which the Stock Options granted would vest will be subject to the minimum and maximum vesting period as specified below.

Maximum period within which the Options shall be vested:

The Options would vest not earlier than one year or such time period as may be prescribed under the Applicable Laws including but not limited to SEBI (SBEB) Regulations or such other period as may be determined by the Nomination & Remuneration Committee.

The vesting schedule (i.e. exact proportion in which and the exact period over which the Options would vest) would be determined by the Nomination & Remuneration Committee. The Options granted under the Scheme may vest in one or more tranches

Exercise price or pricing formula:

Subject to SEBI Regulations, the Nomination & Remuneration Committee shall determine the Exercise Price of the Options Granted under the Plan, as it may deem appropriate in conformity with the applicable accounting policies, if any, provided that the Exercise Price shall not be less than the face value of the Shares and not higher than the prevailing Market Price (on Stock Exchange with highest volume) of the Shares of the Company as on the Grant Date.

Exercise Price will be intimated to the Option Holder through the Grant Letter/Award Agreement. No amount shall be payable at the time of Grant of Options. The Exercise Price shall be subject to any fair and reasonable adjustments that may be made on account of Corporate Actions of the Company in order to comply with the SEBI Regulations.

Exercise period and the process of exercise:

Exercise period would commence from the vesting date and would expire within 6 months of grant or such other period as may be decided by the Nomination & Remuneration Committee. If the Options are not exercised within the exercise period they shall lapse and be cancelled forthwith. The Company shall not have any obligations to the Option holder towards such lapsed Options. An employee may exercise the vested Options within the exercise period by submitting a written exercise application to the Company accompanied by the payment of an amount equivalent to the exercise price in respect of such Shares and in such manner and on execution of such other documents, as may be prescribed by the Nomination & Remuneration Committee from time to time.

The appraisal process for determining the eligibility of employees:

The appraisal process for determining the eligibility of the employees will be specified by the Board or the Nomination and Remuneration Committee from time to time, and will be based on criteria, such as level, role / criticality of the employee, length of service with the Company, work performance, and such other criteria that may be determined by the Board or the Remuneration Committee, as applicable, at its sole discretion.

The Board or the Nomination and Remuneration Committee may decide to extend the benefits of the "SPACENET Employee Stock Option Scheme 2021" to new entrants or to existing eligible employees on such basis as it may deem fit, in accordance with applicable law.

Maximum number of Stock Options to be issued per employee and in aggregate:

The maximum number of Stock Options to be granted to any eligible employee shall be decided by the Board or Nomination and Remuneration Committee. However, the number of Stock Options that may be granted to a single eligible employee, under the "SPACENET Employee Stock Option Scheme 2021" during any particular financial year shall be less than 1% of the paid-up equity share capital at the time of grant of Stock Options (which shall be adjusted in lieu of adjustments/ re organisation of capital structure or corporate actions of the Company from time to time).

The aggregate of all such Stock Options under this scheme shall not result into more than 1,00,00,000 (One Crore only) Equity Shares at any time which shall be adjusted in lieu of corporate actions, adjustments/ re-organisation of capital structure of the Company from time to time.

Maximum quantum of benefits to be provided per employee under the ESOS Scheme:

The maximum quantum of benefits underlying the Stock Options granted to an eligible employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Stock Option Exercise Price and the Market Price of the Equity Shares on the exercise date.

Whether the ESOS Scheme is to be implemented and administered directly by the Company or through a trust?

The Company shall directly implement and administer the "SPACENET Employee Stock Option Scheme 2021" through the Board / the Nomination & Remuneration Committee as per SEBI (Share Based Employee Benefits) Regulations, 2014

Whether the ESOS Scheme involves issue of new Equity Shares by the Company or secondary acquisition or both?

"SPACENET Employee Stock Option Scheme 2021" contemplates only issue of new Equity shares by the Company.

The amount of loan to be provided for implementation of ESOS Scheme by the Company to the trust, its tenure, utilisation, repayment terms, etc.:

Not Applicable. The Company will not provide any loan for implementation of "SPACENET Employee Stock Option Scheme 2021" to any trust.

Maximum percentage of secondary acquisition that can be made by the trust for the purpose of the ESOS Scheme- Not Applicable

Disclosure and accounting policies:

The Company shall comply with such applicable disclosure and accounting policies as prescribed in Regulation 15 of by the SEBI (Share Based Employee Benefits) Regulations, 2014 and those prescribed by the concerned authorities from time to time.

Method of Stock Options' valuation:

The Company shall use such valuation method as may be prescribed from time to time in accordance with applicable laws for valuation of the Stock Options granted, to calculate the employee compensation cost.

Transferability of Stock Options:

The Stock Options granted to an eligible employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of a Stock Option holder while in employment, the right to exercise all the Stock Options granted to him all such date shall vest in the legal heir(s) or nominee(s) of such Stock Option holder, in accordance with the provisions of the SPACENET Employee Stock Option Scheme 2021'.

The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct and the specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee.

If an Option holder's employment is terminated with the Company for 'Cause' as specified in the SPACENET Employee Stock Option Scheme 2021' (cause includes acts such as misconduct, fraud, misrepresentation etc. as detailed in the ESOP Scheme), then all the vested options (but not exercised) and unvested options shall lapse and be cancelled forthwith.

The Company shall not have any obligation towards the Option holder with regard to such lapsed Options. If an Option holder's employment is terminated with the Company for any other reasons other than the 'Cause' (as specified in the ESOS Scheme), then all the unvested Options shall lapse on the date of termination / resignation / superannuation of the employee.

As regards the vested Options, the Option holder shall be entitled to exercise the vested Options within 3 (three) months from the date of termination / resignation/ superannuation, failing which such vested Options shall lapse and be cancelled forthwith.

There shall be no further obligation of the Company towards the Option holder with regard to lapsed Options.

Lock-in period, if any:

Lock-in period Shall be subject to applicable provisions of SEBI Regulations and any Laws if any.

Other Terms:

The Board or Nomination and Remuneration Committee shall have the absolute authority to vary or modify the terms of the SPACENET Employee Stock Option Scheme 2021' in accordance with the regulations and guidelines prescribed by Securities and Exchange Board of India, including in terms of the SEBI ESOP Regulations or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the employees who have been granted Stock Options under the SPACENET Employee Stock Option Scheme 2021'

Regulation 6(1) of SEBI ESOP Regulations requires that every employee stock option scheme shall be approved by the shareholders of the company by passing a special resolution in a general meeting.

Further, as SPACENET Employee Stock Option Scheme 2021' entails further issue of shares, consent of the shareholders is required by way of a special resolution pursuant to Section 62(1) (b) of the Companies Act,2013.

Accordingly, the Special Resolution set out at Item No.10 of this Notice is proposed for approval by the shareholders.

The Options to be granted under the SPACENET Employee Stock Option Scheme 2021' Scheme shall not be treated as an offer or invitation made to public for subscription of securities of the Company.

The "SPACENET Employee Stock Option Scheme 2021" conforms to the SEBI (Share Based Employee Benefits) Regulations, 2014.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options under ESOP Scheme may be deemed to be concerned or interested in the Special Resolution at Item No. 10 of this Notice.

Save as aforesaid, none of the Directors/ Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said Special Resolution.

The Board recommends Special Resolution mentioned in item no 10 of the Notice for approval of the shareholders of the Company.

ITEM NO.11

To Approve Conversion of Loan into Equity

In terms of the provisions of Section 180(1)(c), the shareholders of the Company have already accorded approval to the Board of Directors of the Company to borrow money/ moneys up-to for an aggregate amount not exceeding ₹. 50.00 Crores (Rupees Fifty Crores only) by passing a Special Resolution in their Extraordinary General Meeting held on July 20, 2020.

Accordingly with the conferred powers given by the shareholders the Board had approved vide Board Meeting dated 22nd April,2021, & 28th June,2021 to avail the Loan Facilities Aggregating of ₹.47,00,00,000/- (Forty-Seven Crores only) from Lenders, by entering into Loan Agreements to borrow from Lenders, as unsecured loan.

For the purposes of such Borrowings, the Company may, from time to time, be required to execute financing documents, which provides for an enabling option to the Lenders, to convert the whole or any part of such outstanding Financial Assistance (comprising loans, debentures or any other financial assistance categorised as loans), into fully paid-up Equity Shares of the Company;

For conversion of Loan into Equity the company should comply the following Section 62 (3) of the Companies Act, 2013 which reads as follows

"Nothing in this section shall apply to the increase of the subscribed capital of a company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting."

Accordingly, a Special Resolution has been passed by the shareholders in their Extraordinary General Meeting held on July 20, 2020 before raising of loan.

Accordingly, the Board recommends one more time the resolution as set forth in the item no. 11 of the Notice, to enable the Lenders, in terms of the lending arrangements, entered/to be entered and as may be specified by the Banks/Financial Institutions and anybody corporate entity(ies)Companies/LLP under the financing documents already executed or to be executed in respect of the Financial Assistance which have already been availed or which may be availed by the Company under the lending arrangements (existing and future arrangements) with Lenders , at their option, to convert the whole or part of their respective outstanding Financial Assistance into equity shares of the Company, upon such terms and conditions pursuant to financing documents and as may be deemed appropriate by the Board and at a price to be determined in accordance

with the applicable Securities and Exchange Board of India Regulations at the time of such conversion.

Since decisions for raising the Financial Assurances or agreeing to terms and conditions for raising the Financial Assurances (including option to convert loan into equity) are required to be taken on quick basis, especially keeping in view the interest of the Company, it may not be feasible for the Company to seek shareholders consent each and every time, in view of the timings and the expenses involved hence The approval of the shareholders is being sought to enable the Board or any Committee thereof, to do all acts and deeds in the manner stated in the special resolution, as set out in item no. 11 of this notice, without the need for any fresh approval from the shareholders of the Company in this regard.

Pursuant to provisions of Section 62(3) of the Companies Act, 2013, this resolution requires approval of the members by way of passing of a Special Resolution hence The Board of Directors at their meeting held on 27th August, 2021 Recommended to shareholders to pass a special resolution one more time with respect to above mentioned subject matter.

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be interested/concerned in this resolution, except to their respective shareholdings in the Company, if any.

The Board recommends the resolution set out at Item no. 11 of the notice for the approval of the members as a special resolution

ITEM NO.12

Authorizing The Board Of Directors Of The Company To Make Offer(S) Or Invitation For Subscription Of Equity Shares And/or Issuance Of Depository Receipts Including ADR And GDR Or Bonds Including FCCB Or Securities Convertible Into Equity Shares Or Non-Convertible Debt Instruments Along With Warrants Or Any Combination Thereof Aggregating Up To An Amount Not Exceeding ₹ 750 Crores Including Premium By Way Of (QIP) /Preferential Allotment/ Issue Of Depository Receipts Or Issue Of FCCB Or Such Other Permissible Mode Or Combinations Thereof:

Pursuant to the relevant Sections of the Companies Act, including, without limitation, Sections 23, 41, 42 and 62(1)(c) of the Companies Act, 2013, any offer or issue of securities in the Company to persons other than members of the Company requires prior approval of the members by way of special resolution.

The board was requested to consider and approve an equity fund raising plan for an amount not exceeding ₹ 750 crores (Rupees Seven Hundred & Fifty Crores only) through issue of securities by way of a private placement, including a QIP (as defined hereunder) or by way of preferential allotment or issuance of American Depository Receipts (“**ADRs**”)/ Global Depository Receipts (“**GDRs**”)/ foreign currency convertible bonds (“**FCCBs**”) issuances or through any other permissible mode or any combination thereof. Accordingly, the Board has, subject to approval of the shareholders, approved by its resolution dated 27th August, 2021 that the Company will in one or more tranches, issue equity shares of the Company with a face value of ₹ 01 (Rupees One only) each (the “**Equity Shares**”), Equity Shares against which ADRs and GDRs , FCCBs and/or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise), and/or non-convertible debt instruments along with warrants, or any combination thereof, whether Rupee denominated or denominated in foreign currency (“**Securities**”), to such eligible investors including qualified institutional buyers (as defined in the SEBI ICDR Regulations) (“**QIBs**”), eligible foreign/non-resident investors and/or any other category of investors whether or not such investors are members of the Company, as the Board may determine in accordance with applicable law, by way of a qualified institutions placement (QIP) in accordance with Chapter VI of the Securities and

Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”) (such issue, a “**QIP**”), or by way of preferential allotment in accordance with Chapter V of the SEBI ICDR Regulations or ADR/ GDR/ FCCB issuances or through any other permissible mode or any combination thereof of any of the above, subject to applicable laws, Rules, Regulations and circulars issued Regulatory Authorities from time to time by the issue of a placement document/ offering circulars / information memorandum / prospectuses / offer documents, and any addenda or corrigenda thereto, as stated in the resolution at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions as may be deemed appropriate by the Board at its discretion, taking into consideration market conditions and other

Relevant factors and wherever necessary in consultation with lead managers and other advisors, all in accordance with applicable laws. The Company intends to issue Securities Aggregating up to an amount not exceeding ₹ 750 Crores (Rupees Seven Hundred & Fifty Crores only)

This special resolution seeks to enable the Board (including any duly authorized committee thereof) to indicate a QIP/ preferential allotment/ issue of depository receipts or issue of foreign currency convertible bonds or such other permissible mode or combinations thereof in accordance with the applicable laws for the purposes mentioned above, without the need for fresh approval from the members.

Purpose/ objects of the fund raise: Our Company proposes to utilize the funds raised through the proposed issuance for reducing the debt on the balance sheet as well as for other general corporate purposes, including without limitation, funding any acquisition(s), funding long and short term working capital requirements, reduction of debt, capital expenditure and any other corporate exigencies.

Further The proceeds may be utilized for augmenting long term cash resources, to fund the organic or inorganic growth opportunities in the area of its operations and adjacencies, for making investments in companies whether a subsidiary, joint venture, associates or otherwise (either through debt or equity or any convertible securities), growth of existing businesses or to enter into new businesses in line with the strategy of the Company or for any other general purposes as may be permissible under the applicable law and approved by their Board or its duly constituted Committee.

The Securities offered, issued, and allotted by the Company in terms of the resolution would be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and any Securities that may be created, offered, issued and allotted by the Company shall rank, in all respects, pari-passu with the existing Securities of the Company.

Basis or Justification of Price: In the case of QIP, the pricing of the Securities shall be determined by the Board in accordance with the regulations on pricing of securities prescribed under Chapter VI of the SEBI ICDR Regulations. The “Relevant Date” for this purpose, will be the date when the Board or a duly authorized Committee thereof decides to open the issue, if Equity Shares are issued, or, in case of issuance of convertible securities, the date of the meeting in which the Board decides to open the issue of such convertible securities subject to any relevant provisions of applicable laws, rules, regulations, as amended, from time to time. The resolution enables the Board to offer such discount as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations.

In the case of issuance of FCCBs or ADRs/GDRs, the pricing shall be determined in accordance with the relevant provisions of applicable laws. The Relevant Date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting at which the Board decides to open such issue. As the Issue may result in the issue of Securities of the Company to Investors who

may or may not be members of the Company, consent of the members is being sought by way of a special resolution, pursuant to Sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and as may be applicable.

The special resolution also enable the Board to issue Securities in tranches, at such times, at such prices and to such person(s) as the Board deems fit, in accordance with applicable laws.

The detailed terms and conditions for the offer will be determined by the Board or by a committee thereof in consultation with the book running lead manager(s) and other advisors appointed in relation to the proposed QIP, and such other authorities as may be required, taking into consideration market conditions and in accordance with applicable law.

The Equity Shares allotted will be listed and traded on Stock Exchanges where Equity Shares of the Company are listed, subject to obtaining necessary approvals.

The offer, issue, allotment of the Securities would be subject to obtaining regulatory approvals, if any by the Company 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is an enabling Special Resolution seeking to empower the Board to issue Equity Shares and/ or other eligible Securities as contemplated in the resolution set out above.

The Board of the Company in their meeting held on 27th August, 2021 approved the raising of Capital Aggregating up to an amount not exceeding ₹ 750 Crores (Rupees Seven Hundred & Fifty Crores only) The combination of instruments, price, proportion and timing of the Equity Shares and other Securities to be issued pursuant to the special resolution shall be determined by the Board subject to the compliance with the requirements under applicable law including SEBI ICDR Regulations and any other applicable regulatory, government or other approvals and in due consideration of prevailing market conditions and other relevant factors.

This Special Resolution authorizes the Board or a Committee thereof to issue the Securities in one or more tranches, at such time or times, at such price or prices to meet the Capital requirements of the Company As the pricing of the offer cannot be decided except at a later stage, it is not possible to state upfront the price of securities to be issued. However, the same would be in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the Companies Act, 2013, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014, Framework for issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, the Master Direction - External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 or any other guidelines/ regulations/ consents, each as amended, as may be applicable or required. The "Relevant Date" for the purpose of determination of price of equity shares and/or eligible convertible securities shall be the date as determined in accordance with the SEBI ICDR Regulations, other applicable laws and as mentioned in the resolution.

The equity shares, if any, allotted on issue, conversion of securities shall rank in all respects pari passu with the existing equity shares of the Company.

In connection with the proposed issue of securities, the Company is required, inter alia, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of securities to be issued to them. Hence, the details of the proposed allottees, percentage of post preferential offer holding that may be held by them and post offer holding pattern of securities of the Company and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate times and modes). Accordingly, it is proposed to authorize the Board or a Committee thereof to identify the investor(s), issue such number of securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Securities in one or more tranches, the principle terms of assets charged as securities and the detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board in its sole discretion in consultation with the advisors, lead managers, underwriters and such other intermediaries, as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

Necessary disclosures have and will be made to the recognised Stock Exchanges, as may be required under the listing agreements entered into with the recognised Stock Exchanges and the SEBI Listing Regulations.

This Special Resolution, if passed, will have the effect of allowing the Board/ Committee to offer, issue and allot Securities to the investors, who may or may not be the existing members of the Company

The approval of the shareholders is being sought to enable the Board or any Committee thereof, constituted or to be constituted by the Board for this purpose, to decide on the issuance of Securities, to the extent and in the manner stated in the special resolution, as set out in item no. 12 of this notice, without the need for any fresh approval from the shareholders of the Company in this regard.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company, or subscription by a financial institution / Company / body corporate in which the KMP, Director or his / her relative may be, directly or indirectly, interested.

The Company has not allotted any securities on a preferential basis in the current year.

The proposed resolution is in the interest of the Company and the Board of the Company recommends the resolution set out at Item No. 12 for the approval of the members as a Special Resolution

ITEM NO.13

Application of Listing of Securities of the Company on Main Board of BSE and London Stock Exchange and Any Other International Stock Exchanges:

The Company securities are currently listed on National Stock Exchange of India Limited (NSE) Now the management of the Company wish to simultaneously list the securities of the Company on the main Board of BSE Limited (Bombay Stock Exchange) and London Stock Exchange and other International Stock exchanges as Board decided from time to time at the interest of the stakeholders of the company.

Listing of securities of the Company on the nationwide stock exchanges and international wide stock exchanges will lead to enhanced recognition of the Company and will open a wide market for investors of both in Domestic Markets and International Markets.

The members are, therefore, requested to accord their approval, for the purpose of listing on Main Board of BSE Limited (Bombay Stock Exchange) along with simultaneous listing on London Stock Exchange and other International Stock exchanges as the Board Decides from Time to time as set out in the resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution.

The Board recommends the resolution set out at Item no. 13 of the notice for the approval of the members as a special resolution

ITEM NO.14

Authorizing The Board of Directors Of The Company To Give Any Loan/ Guarantee Or Provide Security And Acquire By Way Of Subscription, Purchase Or Otherwise, Securities Of Any Other Body Corporate Aggregating up to an amount not exceeding ₹ 250 Crores Only Under Section 186 Of The Companies Act, 2013.

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required in compliance of Section 186 of the Companies Act, 2013 ("Act") and Rules made thereunder.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give any loan or give any guarantee or provide any Security And Acquire By Way Of Subscription, Purchase Or Otherwise, Securities Of Any Other Body Corporate in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by passing special resolution at the general meeting.

In view of the aforesaid, it is proposed to take approval of shareholders under Section 186 of the Companies Act, 2013, by way of special resolution, For aggregating up to an amount not exceeding ₹ 250 Crores (Rupees Two Hundred and Fifty Crores Only).

The above proposal is in the interest of the Company only and None of the Directors and Key Managerial Personnel of the Company or their respective relatives, is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 14 of this Notice as a Special Resolution.

ITEM NO.15

Approval for Related Party Transactions under Section 188 of the Companies Act, 2013

To ensure stability of Trade contracts, your Company proposes to enter into transaction(s) with its Related Parties and the total value of the proposed transaction(s) could reach ₹ 200.00 Crore (Rupees Two Hundred Crore Only) during the financial year 2021-22.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with the following Related Parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI Listing Regulations, in the financial year 2021-22.

1. Kling Enterprises India Limited
2. Thalassa Enterprises India Private Limited
(Previously Stampede Enterprises India Pvt Ltd)
3. Barret Commodity Traders Private Limited,
4. Kling Trading India Private Limited,

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution

The Board of Directors recommends passing of the resolution as set out at item no. 15 of this Notice as an Ordinary Resolution.

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

Sd/-

**M.Chowda Reddy
Company Secretary
ACS:48009**

Date : 27th August, 2021

Place: Hyderabad

Annexure-1
Details of Directors seeking appointment / Re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations-2015 and Secretarial Standards on General Meetings)

Name of the Director	DasigiVenkata SuryaPrakash Rao
DIN	03013165
Date of Birth	11-08-1969
Type of appointment	Executive Director
Date of Appointment/ Re-appointment	13-11-2019
Expertise in Specific Functional areas and Experience	He is a dynamic professional with over 22 years of rich experience in Sales, Marketing and Business Development.
Educational Qualification	He holds a Master's Degree in Agriculture and also done his Post Graduate Diploma in Business Administration
Directorships in other Companies	1. Kling enterprises India limited 2. Thalassa Enterprises Private Limited
Membership / Chairmanships of committees of the Company & Other Boards (other than the Company)	NIL
Shareholding in the Company as on 31.03.2021	407766
Relationship between Directors inter-se/ Manager and KMPs	NA
Justification for appointment	His rich experience in the given field more than 20 years which will helpful for dynamic growth of the Company

Name of the Director	Sri. Prathipati Parthasarathi
DIN	00004936
Date of Birth	27-10-1948
Type of appointment	Non-Executive- Independent Director
Date of Appointment/ Re-appointment	30-04-2021
Expertise in Specific Functional areas and Experience	Finance, Accountancy, & company's Business Development model.
Educational Qualification	Graduate in Commerce
Directorships in other Companies	1.Citi Port Financial Services Limited 2. Nexzen Bio Energy Private Limited 3. Nakshatra Organics Private Limited
Membership / Chairmanships of committees of Other Boards (other than the Company)	3
Membership / Chairmanships of committees of the Company)	3
Shareholding in the Company as on 31.03.2021	NIL
Relationship between Directors inter-se/ Manager and KMPs	NA
Justification for appointment	He is A graduate of B.Com; CAIIB and His rich experience in the field of Finance, Accountancy, & company's Business Development model, which will helpful for dynamic growth of the Company.

Name of the Director	Shri. Satya Srikanth Karaturi
DIN	07733024
Date of Birth	30-07-1974
Type of appointment	Whole Time Director
Date of Appointment/ Re-appointment	14-02-2017
Expertise in Specific Functional areas and Experience	Information Technology, company's Business Administration & Risk Management.
Educational Qualification	A Graduate in B.A.
Directorships in other Companies	Barret Commodity Traders Private Limited
Membership / Chairmanships of committees of Other Boards (other than the Company)	NIL
Membership / Chairmanships of committees of the Company)	NIL
Shareholding in the Company as on 31.03.2021	3483
Relationship between Directors inter-se/ Manager and KMPs	NO
Justification for appointment	He is A graduate of B.A and His rich experience in the field of Information Technology, company's Business Administration & Risk Management which will helpful for dynamic growth of the Company.

DIRECTORS' REPORT

Dear Shareholders,

Your directors have pleasure in presenting the 11th Directors' Report on the business and operations of your company, for the financial year ended 31 March 2021.

FINANCIAL PERFORMANCE:

Particulars	For the Year ended 31st March, 2021	For the Year ended 31st March, 2020
Revenue		
Income from operations	8,71,11,487	31,859,220
Other income	1,26,03,044	14,743
Total revenue	9,97,14,531	31,873,963
Expenses		
Operating expenses	8,61,93,509	29,303,718
Employee benefits expense	49,46,857	2,872,811
Finance costs	19,04,078	-
Depreciation and amortisation expense	10,13,022	72,728
Other expenses	1,35,14,333	51,558,324
Total expenses	10,75,71,799	83,807,579
Profit / (Loss) before extraordinary items and tax	(78,57,268)	(51,933,616)
Extraordinary items	-	-
Profit / (Loss) before tax	(78,57,268)	(51,933,616)
Tax expense		
-Current tax	-	-
-Deferred tax	(1,30,794)	-
Profit / (Loss) after tax	(77,26,474)	(51,933,616)
Other Comprehensive Income / (Loss) (OCI)		
Items that will not be reclassified to profit or loss in subsequent periods:		
Other Comprehensive Income / (Loss) for the period net of tax	-	-
Total Comprehensive Income for the period, net tax	(77,26,474)	(51,933,616)
Paid up equity share capital (face value of ₹.1/-each)		
Earnings per share - par value of ₹. 1 per share		
Basic	(0.05)	(1.06)
Diluted	(0.05)	(1.06)

STATE OF AFFAIRS / COMPANY'S PERFORMANCE

Your company is engaged in the business of development of Software tools and platforms providing fast, flexible and reliable commodities trading tools and to provide order management and risk management software tools for Global commodity markets using the Quantitative, Derivative and Neuro models and also a member/authorized user in commodity exchange and to invest, acquire and to deal in gold, silver, platinum, aluminum, iron, steel, copper, petroleum, crude oil, cotton, jute, oils, oilseeds, rubber, pepper and commodities of all kinds, agricultural or otherwise, finished or unfinished goods and to take delivery and hold them as permitted under Forward Contracts (Regulation) Act, 1952 and the rules made there under

For the financial year ended March 31, 2021, your Company had reported total income of ₹. 9,97,14,531.00 as against ₹.31,873,963.00 during the previous financial year. The Company incurred a Net Loss of ₹. 77,26,474 .00 as against Net Loss of ₹. 51,933,617.00 during the previous financial year.

During the year under review the Hon'ble NCLT, Hyderabad branch passed an order vide dated 05th January, 2021 with respect to a Scheme of Arrangement between the company (Spacenet Enterprises India Limited "Transferee company") and Kling Enterprises India Limited (Transferor company) with their respective shareholders and creditors for the transfer of commodity trading division of transferor company to the Company under Section 230 (3) of the Companies Act, 2013, while preparing the while preparing the financial statements for the financial year ending 31st March, 2021 the assets of the transferor company division taken in to Consideration as per the accounting standards.

DIVIDEND:

The Board of Directors of your company, after considering holistically the relevant circumstances have decided that it would be prudent, not to recommend any Dividend for the year under review."

TRANSFER OF AMOUNT TO GENERAL RESERVE:

Board of Directors of your company has decided not to transfer any amount to the Reserves for the year under review."

COVID-19-IMPACT

The Company has considered internal and external sources of information up to date of approval of these financial statements in evaluating possible effects that may result from the pandemic relating to Covid-19 on the carrying amounts of trade.

However, as the Company operates in an industry that is considered essential in India and other countries, its operations were continuing during lockdown by ensuring appropriate safety measures

The impact of COVID-19 on the Company is being closely reviewed with the Management by the Board from Time to time

LISTING OF SHARES:

The shares of the company are listed on National Stock Exchange of India Limited (NSE). The listing fee for the year 2021- 22 has already been paid to the NSE.

SHARE CAPITAL:

The paid-up Equity Share Capital of the Company as on 31st March, 2021 stands at 15,81,58,374 comprising of 15,81,58,374 equity shares of face value of ₹.1 each.

During the FY 2020-21 under review the company has allotted Equity shares of 10,91,39,784 Equity shares of ₹.1/- each fully paid up pursuant to the Scheme of Arrangement amongst KLING

ENTERPRISES INDIA LIMITED ("Demerged Company") and SPACENET ENTERPRISES INDIA LIMITED ("Resulting Company") as approved by the Hon'ble National Company Law Tribunal ("NCLT"), Hyderabad Bench, vide its order dated 05th January, 2021.

Post the aforesaid allotment, the Issued, Subscribed and Paid-up Share Capital of the Company has been increased from 49018590 Equity Shares of ₹.1/- each fully paid-up to 15,81,58,374 Equity Shares of ₹.1/- each fully paid-up.

During the year under review, your Company has neither issued any shares with differential voting rights nor has granted any stock options or sweat equity.

PUBLIC DEPOSITS:

Your Company has neither accepted nor renewed any fixed deposits from the public within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 and as such no principal or interest was outstanding as on the date of the Balance sheet during the financial year under review.

HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

During the financial year 2020-21 under review your company is not having any holding, subsidiary and associate & Joint Venture companies.

Note:

The company has incorporated following 2 wholly owned subsidiary Companies on 26th May 2021 however the acquisition of shares is under process

1. SPACENET ENTERPRISES HK LIMITED at Hong Kong
2. SPACENET ENTERPRISE UK LIMITED at England and Wales

AUDITORS:**Statutory Auditors:**

At the 10th Annual General Meeting held on 30th September, 2020, the members approved the appointment of M/S Gorantla & Co, chartered Accountants, (ICAI) Firm Registration No. 016943S, Hyderabad, as Statutory Auditors of the company who shall hold office from the conclusion of 10th Annual General Meeting till conclusion of the 15th Annual General Meeting of the company for a term of consecutive Five (5) years.

M/S Gorantla & Co, chartered Accountants, (ICAI) Firm Registration No. 016943S, Statutory Auditors of the company tendered their resignation vide Letter Dated 25th August, 2021 with effect from conclusion of ensuing 11th AGM of the company Due to pre-occupation in other assignments hence they are not in a position to devote sufficient time to the affairs of the Company"

M/S Gorantla & Co, chartered Accountants have completed their statutory audit in respect of the standalone financial statements for the year ended 31st March, 2021 and limited reviews of the standalone financial results for the quarter ended June 30, 2021 and as per the SEBI circular No. CIR/CFD/CMD 1/114/2019 dated 18th October, 2019 they would also be completing the Limited review for the quarter ended 30th September, 2021.

M/S Gorantla & Co, chartered Accountants further clarified that their firm neither have any sort of dispute nor have any concern relating to suppression of information by the management of the Company for the purpose of carrying out audit procedures.

Thereafter with the recommendation of Audit committee and subject to approval of members in the ensuing 11th Annual General Meeting (AGM) of the company the Board on their meeting held on 27th August, 2021, approved the appointment of M/s Jayesh Sanghrajka and Co LLP., Chartered

Accountants, (Firm Registration No: 104184W/W100075), Mumbai as the Statutory Auditors of the Company with the written consent of the proposed auditors together with a certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received to hold the office for a period of 5 (five) consecutive years from the conclusion of 11th Annual General Meeting to be held in the year 2021 till the conclusion of 16th Annual General Meeting to be held in the year 2026, in the place of the existing Statutory Auditors "Gorantla & Co., Chartered Accountants" (Firm Registration No. 016943S), who tendered their resignation with effect from conclusion of ensuing 11th AGM of the company, Accordingly, a resolution seeking approval of Shareholders M/s Jayesh Sanghrajka and Co LLP., Chartered Accountants, appointment as statutory Auditors of the company is included at Item No.3 of the Notice convening the 11th Annual General Meeting of the company.

Internal Auditors:

The Board of Directors based on the recommendation of the Audit Committee have appointed M/s. Navitha & Associates, Chartered Accountants (Registration No. 012026S) as Internal Auditors of the Company w.e.f.12-11-2020 till the Financial Year end 2024-25.

The Internal Auditors are submitting their reports on quarterly basis and performing the duties of internal auditors of the company and their report is reviewed by the audit committee from time to time.

Cost Auditors:

The provisions related to Cost Audit and appointment of Cost Auditors is not applicable to the company during the FY 2020-21 under review.

Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has Re-appointed Desina Balarama Krishna, Company Secretary in Practice to as Secretarial Auditors to undertake the Secretarial Audit of the Company for the FY 2020-21, The Secretarial Audit Report in Form MR-3 is annexed herewith as 'Annexure-II' to this Board report.

Statutory Auditors' Report and Secretarial Auditors' Report

The statutory auditors' report and secretarial auditors' report do not contain any qualifications, reservations or adverse remarks. During the year, the statutory auditors and secretarial auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Companies Act.

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL (KMP):

The Board of directors of the Company has an optimum combination of Executive, Non-Executive and Independent Directors with one woman Independent Director

Re-appointments:

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Dasigi Venkata Surya Prakash Rao (DIN: 03013165) retires by rotation and being eligible, offers himself for re-appointment.

Independent Directors

In the opinion of the Board all the Independent directors of the Company possess integrity, experience, expertise, and the requisite proficiency required under all applicable laws and the policies of the Company.

All the Independent Directors have given declarations stating that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 along with Rules framed

thereunder and Regulation 16(1) (b) of the Listing Regulations. There has been no change in the circumstances affecting their status as independent directors of the Company.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have enrolled their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs and also complied the further compliances such as examination and renewal fees etc.

Changes in the Composition of Board of Directors:

- Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors have appointed Mr. Prathipati Parthasarathi (DIN: 00004936) as an Additional Director (Category: Non-Executive Independent Director) of the Company in their meeting held on 30th April, 2021 who holds office till the ensuing 11th Annual General Meeting of the company and The Board, considered the appointment of Mr. Prathipati Parthasarathi (DIN: 00004936) as an Independent Director subject to approval of shareholders. Accordingly, a resolution seeking approval of Shareholders for his appointment as an Independent Director for a period of five years commencing from 30th April, 2021 is included at Item No.4 of the Notice convening the 11th Annual General Meeting of the company.
- Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors have accorded their Approval subject to approval of shareholders to elevate and Change in Designation of Mr. Satya Srikanth Karaturi (DIN: 07733024), Non-Executive Director (Category: Independent director) of the Company from Non-Executive Director (Category: Independent director) to Executive Director (Category: Whole Time Director) of the Company for a period of Five (5) years w.e.f. 30th April, 2021, Accordingly, a resolution seeking approval of Shareholders for his appointment as Whole-time Director is included at Item No.5 of the Notice convening the 11th Annual General Meeting of the company.
- During the year under review, Mr.Srinivasa Rao Tatipaka (DIN: 02449906), Appointed as executive Director (Whole-time Director) of the Company with effect from 03rd September, 2020

Note: Mr.Srinivasa Rao Tatipaka tendered his resignation from the office of Director with effect from 30th April, 2021.

- During the year under review Mr.Suresh Tammineedi (DIN: 00952079) Appointed as executive Director of the Company with effect from 03rd September, 2020.
- During the year under review, Mr Goutham Jupally (DIN: 01793483) Additional Director of the Company resigned from the office of Director with effect from 03rd September, 2020.
- During the year under review, Mr. Kakkera Sri Krishna (DIN: 01810232) Whole-Time Director of the Company resigned from the office of Director with effect from 10th December, 2020.

Changes of Key Managerial Personnel (KMP):

- During the year under review, Mr. Kiran Koduri, Company Secretary of the Company resigned from the post of Company Secretary & Compliance officer with effect from 30th May, 2020.
- During the year under review, Mr. Anshul Gupta, Appointed as Company Secretary & Compliance officer of the Company with effect from 16th June, 2020 and *tendered* his resignation from the post of Company Secretary & Compliance officer with effect from 03rd September, 2020.
- During the year under review, Mr. M. Chowda Reddy Appointed as Company Secretary & Compliance officer of the Company with effect from 03rd September, 2020.

Directors and Officers Insurance ('D&O'):

As per the requirements of Regulation 25(10) of the SEBI Listing Regulations, the Company need not to take 'D and O insurance for its directors and members of the Senior Management since it is applicable to only 500 listed entities whereas the company is on the top 2000 listed entities.

Meetings of the Board:

The Board met 08 times in the financial year 2020-21 on the following dates, with a gap not exceeding one hundred and twenty days between any two meetings:

Sr. No.	Date of Board meeting
1	22-06-2020
2	26-06-2020
3	03-09-2020
4	14-09-2020
5	12-11-2020
6	18-12-2020
7	05-02-2021
8	11-02-2021

Independent Directors' Meeting:

The Independent Directors met on 15th March, 2021, without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of non-independent directors and the Board as a whole; the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Board Committees

Audit Committee:

The Board has in place a duly constituted Audit Committee as per the provisions of Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The composition, Meetings, attendance, powers and role of the Audit Committee are included in Corporate Governance Report which forms part of this Report.

All the recommendation made by the Audit Committee were accepted by the Board of Directors.

Nomination and Remuneration Committee & Stakeholders Relationship Committee:

Apart from the Audit Committee, the Board has also constituted the Nomination and Remuneration Committee & Stakeholders Relationship Committee in accordance with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, which are in place and discharging their functions as per terms of reference entrusted by the Board: The composition, Meetings, attendance, powers and role of the Committees are included in Corporate Governance Report which forms part of this Report.

Policy on Directors' Appointment and Remuneration and Other Details

The Company's policy on directors' appointment and remuneration and other matters provided in section 178(3) of the Act have been disclosed in the corporate governance report, which forms part of thid directors' report.

Annual Evaluation of Board Performance and Performance of its Committees and Individual Directors

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Stakeholders Relationship Committee.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Independent Director being evaluated.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company was evaluated, taking into account the views of the Executive Director and Non-Executive Directors who also reviewed the performance of the Secretarial Department. The Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. The Directors expressed their satisfaction with the evaluation process.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on directors' appointment and remuneration and other matters provided in section 178(3) of the Act have been disclosed in the corporate governance report, which forms part of this directors' report.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134 (5) of the Companies Act, 2013, your Directors confirm that to the best of their knowledge and belief and according to the information and explanation obtained by them,

- I. In the preparation of the annual accounts, the applicable accounting standards have been followed Along with proper explanation relating to material departures;
- II. Such accounting policies as mentioned in the notes to the financial statements have been selected and Applied consistently and judgments and estimates that are reasonable and prudent made so as to give A true and fair view of the state of affairs of the company at the end of the financial year 2020-21 and Of the profit or loss of the company for that period;
- III. Proper and sufficient care has been taken for the maintenance of adequate accounting records in
- IV. accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- V. The annual accounts for the year 2020-21 have been prepared on a going concern basis.
- VI. That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.

VII. That systems to ensure compliance with the provisions of all applicable laws were in place and were Adequate and operating effectively

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY:

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures.

COMPLIANCE WITH ICSI SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS:

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India (The ICSI) and that such systems are adequate and operating effectively, During the year under review, the Company has complied with secretarial standards issued by the Institute of Company Secretaries of India Such as SS-1 & SS-2.

CORPORATE SOCIAL RESPONSIBILITY:

The provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the company, yet the Company has been over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive development.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a Whistle Blower Policy framed to deal with instance of fraud and mismanagement, if any in the Group. The Policy provides for adequate safeguards against victimization of employees who avail the mechanism and also provides for direct access to the Chairman of the Audit Committee.

MANAGEMENT DISCUSSION & ANALYSIS:

Pursuant to the provisions of Regulation 34(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a report on Management Discussion & Analysis is herewith annexed as "Annexure III" to this report.

ANNUAL RETURN:

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, a copy of Annual Return in form MGT- 9 is annexed herewith as 'Annexure IV' to this report and the same is uploaded on the website of the Company at <http://spacenetent.com/>

POLICY ON MATERIAL SUBSIDIARIES:

During the financial year under review there are no material subsidiaries pursuant to The Policy on Material Subsidiaries as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

CHANGE IN THE NATURE OF BUSINESS:

There has been no change in the nature of business of the Company during the year under review.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

Pursuant to the provisions of Section 124 (5) of the Companies Act, 2013, No amount which remained unclaimed for a period of seven years has been transferred by the Company to the Investor Education and Protection Fund established by the Central Government during the financial year 2020-21.

TRANSFER OF UNCLAIMED SHARES TO INVESTOR EDUCATION AND PROTECTION FUND:

Pursuant to the provisions of Section 124 of the Companies Act, 2013, No shares in respect of which dividend has not been paid or claimed for seven consecutive years were transferred by the Company in the name of Investor Education and Protection Fund during the financial year 2020-21.

PARTICULARS OF EMPLOYEES:

None of the employees are in receipt of the remuneration as mentioned in Section 197 of the Companies Act, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

BUSINESS RESPONSIBILITY REPORT:

A Business Responsibility Report as per Regulation 34 of the Listing Regulations, detailing various initiatives taken by the Company on the environmental, social and governance is not applicable to the company during the financial year 2020-21 under review.

HUMAN RESOURCES:

Your Company considers its Human Resources as the key to achieve its objectives. Keeping this in view, your Company takes utmost care to attract and retain quality employees. The employees are sufficiently empowered and conducive work environment propels them to achieve higher levels of performance. The unflinching commitment of the employees is the driving force behind the Company's vision. Your Company appreciates the spirit of its dedicated employees.

PREVENTION OF INSIDER TRADING:

The company has adopted a code of conduct for prevention of Insider Trading with a view to regulate trading in securities by the directors, KMP s and designated employees of the company. The code requires pre-clearance for dealing in the company's securities and prohibits the dealing in securities of the company while in possession of unpublished price sensitive information in relation to the company. The Board and the designated employees have confirmed compliance with the code.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The company has no activities relating to Conservation of Energy, Technology Absorption.

Foreign Exchange earnings and Outgo during the year under review, as given below:

Particulars	For the Year ended 31st, March-2021	For the Year ended 31st, March-2020
Foreign Exchange Earnings	5,43,93,654	NIL
Foreign Exchange outgo	6,90,31,446	NIL

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

During the year under review the Hon'ble NCLT, Hyderabad branch passed an order vide dated 05th January, 2021 with respect to a Scheme of Arrangement between the company (Spacenet Enterprises India Limited "Transferee company") and Kling Enterprises India Limited (Transferor company) with their respective shareholders and creditors for the transfer of commodity trading division of transferor company to the Company under Section 230 (3) of the Companies Act, 2013.

MATERIAL CHANGES AND COMMITMENTS:

There were material changes and commitments affecting the financial position of the Company that have occurred at the end of the Financial Year 2020-21:

During the year under review the Hon'ble NCLT, Hyderabad branch passed an order vide dated 05th January, 2021 with respect to a Scheme of Arrangement between the company (Spacenet

Enterprises India Limited “Transferee company”) and Kling Enterprises India Limited (Transferor company) with their respective shareholders and creditors for the transfer of commodity trading division of transferor company to the Company under Section 230 (3) of the Companies Act, 2013, while preparing the financial statements for the financial year ending 31st March, 2021 the assets of the transferor company division taken in to consideration as per the accounting standards.

Accordingly During the year under review the company has allotted Equity shares of 10,91,39,784 Equity shares of ₹.1/- each fully paid up to the shareholders of KLING ENTERPRISES INDIA LIMITED pursuant to above mentioned scheme of Arrangement.

Post the aforesaid allotment, the Issued, Subscribed and Paid-up Share Capital of the Company has been increased from 49018590 Equity Shares of ₹.1/- each fully paid-up to 15,81,58,374 Equity Shares of ₹.1/- each fully paid-up.

GREEN INITIATIVE IN CORPORATE GOVERNANCE:

The Ministry of Corporate Affairs (MCA) has undertaken green initiative in Corporate Governance by allowing paperless compliances by the Companies and permitted the service of Annual Reports and documents to the shareholders through electronic mode subject to certain conditions and the Company continues to send Annual Reports and other communications in electronic mode to the members who have registered their email addresses with the Company/RTA.

RELATED PARTY TRANSACTIONS:

During the financial year 2020-21 under review The Company has complied with the provisions of section 188(1) of the Act dealing with related party transactions. Information on transactions with related parties pursuant to section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Form AOC-2 and is enclosed as Annexure V to this Report.

RISK MANAGEMENT:

During the financial year under review the company need not to constitute a Risk Management Committee and formulated a policy on the Risk Management in accordance with the Companies Act, 2013 and Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to frame, implement and monitor the risk management plan for the Company.

INSURANCE:

All properties and insurable interests of the Company have been fully insured.

CORPORATE GOVERNANCE:

The company has been making every endeavour to bring more transparency in the conduct of its business. As per the requirements of regulation 34 (3) of SEBI (listing obligations and disclosure requirements) Regulations, 2015, a report on corporate governance for the year 2020-21 and a certificate from CS Bala Ram Desina, practising company secretaries is furnished which form part of this report.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

Neither any application was made nor are any proceedings pending under the IBC, 2016 during the year Ended on 31st March, 2021.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

Details of Loans, Guarantees and Investments made during the Financial Year ended 31st March, 2021, covered under the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, are given in the notes to the Financial Statements.

POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORK PLACE:

Your Company strongly supports the rights of all its employees to work in an environment, free from all forms of harassment, The Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace The policy aims to provide protection to Employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where Employees feel secure.

The Company has not received any complaint on sexual harassment during the year 2020-21.

DISCLOSURE REQUIREMENTS-POLICIES:

The Policies adopted by the Company as per statutory and governance requirements are as follows and the same policies are Uploaded on website of the Company at <http://spacenetent.com/>

1. Board Diversity Policy
2. Business-Responsibility-Policy
3. Code of Fair Disclosure of Unpublished Price Sensitive Information
4. Code on Prohibition of Insider Trading
5. Code-of-Conduct-or-Directors-and-Senior-Management
6. Familiarization-Programme-for-Independent-Directors
7. Nomination & Remuneration Policy
8. Policy-on-Preservation-of-Documents-and-Archival
9. Policy-on-related-party-transactions
10. Terms and code for of Independent Directors
11. Whistle-Blower-Policy
12. Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace

ACKNOWLEDGMENTS:

Your directors take this opportunity to express their sincere appreciation to the shareholders, customers, bankers, suppliers and other business associates for the excellent support and cooperation extended by them.

Your Directors gratefully acknowledge the ongoing co-operation and support provided by the Central and State Governments, Stock Exchanges, SEBI, RBI and other Regulatory Bodies.

For Specenet Enterprises India Limited

Sd/-

Satya Srikanth Karaturi

Director

(DIN: 07733024)

Sd/-

Dasigi Venkata Surya Prakash Rao

Director

(DIN: 03013165)

Date: 27-08-2021

Place: Hyderabad

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is about meeting our strategic goals responsibly and transparently, while being accountable to our stakeholders. Spacenet Enterprises India Limited ("the Company") is equipped with a robust framework of corporate governance that considers the long-term interest of every stakeholder as we operate with a commitment to integrity, fairness, equity, transparency, accountability and commitment to values. The framework lays down procedures and mechanisms for enhancing leadership for smooth administration and productive collaboration among employees, value chain, community, investors and the Government.

Courage, Trust and Commitment are the main tenets of our Corporate Governance Philosophy -

- **Courage:** We shall embrace new ideas and businesses.
- **Trust:** We shall believe in our employees and other stakeholders.
- **Commitment:** We shall stand by our promises and adhere to high standard of business.

The Company believes that sustainable and long-term growth of every stakeholder depends upon the judicious and effective use of available resources and consistent endeavour to achieve excellence in business along with active participation in the growth of society, building of environmental balances and significant contribution in economic growth.

The Company is in compliance with the conditions of corporate governance as required under the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time ("SEBI Listing Regulations"), as applicable.

BOARD OF DIRECTORS

The "Board", being the trustee of the Company, responsible for the establishment of cultural, ethical and accountable growth of the Company, is constituted with a high level of integrated knowledgeable and committed professionals. The Board provides strategic guidance and independent views to the Company's senior management while discharging its fiduciary responsibilities.

Composition of the Board

The Company has a balanced board with optimum combination of Executive and Non-Executive Directors, including independent Directors, which plays a crucial role in Board processes and provides independent judgment on issues of strategy and performance. As on 31st March, 2021, board comprises 6 (Six) Directors out of which 3 (Three) Directors are Executive Directors and remaining 3 (Three) are Non-Executive Independent Directors. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations. The maximum tenure of the Independent Directors is in compliance with the Companies Act, 2013. All Independent Directors have confirmed that they meet the criteria as mentioned under regulation 16(1) (b) of the SEBI Listing Regulations and Section 149 of the Companies Act, 2013.

The present strength of the Board reflects judicious mix of professionalism, competence and knowledge which enables the Board to provide effective leadership to the Company.

None of the Directors is a Director in more than 10 Public Limited Companies or acts as an Independent Director in more than 7 Listed Companies. Further, none of the Directors on the Company's Board is a Member of more than 10 (ten) Committees and Chairman of more than 5 (five) Committees (Committees being, Audit Committee and Stakeholders' Relationship Committee) across all the companies in which he/she is a Director. All the Directors have made

necessary disclosures regarding Committee positions held by them in other companies and do not hold the office of Director in more than 10 (ten) public companies as on 31st March, 2021.

The composition of the Board is in conformity with the Regulation 17 of the SEBI Listing Regulations

The composition of the Board of Directors and the number of Directorships and Committee positions held by them as on 31st March, 2021 are as under.

Name and Designation (DIN) of Director	Category	No. of other Directorships held (Other than SPACENET)	No. of Board Committees (other than SPACENET) in which Chairman / Member	
			Chairman	Member
Mr. Dasigi Venkata Surya Prakash Rao (DIN: 03013165)	Executive Director	2	-	-
Mr. Srinivasa Rao Tatipaka (DIN: 02449906)	Executive Director	1	-	-
Mr.Suresh Tammineedi (DIN: 00952079)	Executive Director	3	-	-
Mr.Satya Srikanth Karaturi (DIN: 07733024)	Non Executive Director (Independent)	2	-	-
Mr. Chukka Siva Satya Srinivas (DIN: 07177166)	Non Executive Director (Independent)	3	-	-
Mrs. K.V. Kali Kanaka Durga (DIN: 08640661)	Non Executive Director (Independent)	-	-	-

Note:

- During the FY 2020-21 under review, Mr Goutham Jupally Additional Director of the Company resigned from the office of Director with effect from 03rd September,2020.
- During the FY 2020-21 under review, Mr. Kakkera Sri Krishna, Whole-Time Director of the Company resigned from the office of Director with effect from 10th December, 2020.

Disclosure of relationships between directors inter-se:

As on 31st March, 2021, none of the Directors of the Company were related to each other

Details of name of other listed entities where Directors of the Company are Directors and the category of Directorship as on 31st March, 2021 are as under:

As on 31st March, 2021 No director is holding any Directorship/chairman of committees/member of committees in other listed entities.

BOARD MEETINGS AND PROCEDURE

The internal guidelines for Board / Committee meetings facilitate the decision making process at the meetings of the Board/Committees in an informed and efficient manner.

Board Meetings are governed by structured agenda. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. The Company Secretary in consultation with the Senior Management prepares the detailed agenda for the meetings.

Agenda papers and Notes on Agenda are circulated to the Directors, in advance, in the defined Agenda format. All material information are being circulated along with Agenda papers for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the Agenda, the same is tabled before the meeting with specific reference to this effect in the Agenda. In special and exceptional circumstances, additional or supplementary item(s) on the Agenda are permitted. Frequent and detailed deliberation on the agenda provides the strategic roadmap for the future growth of the Company.

Minimum 4 (four) pre-scheduled Board meetings are held every year. Apart from the above, additional Board meetings are convened by giving appropriate notice to address the specific needs of the Company.

Detailed presentations are made at the Board / Committee meetings covering finance, major business segments and operations of the Company, all business areas of the Company including business opportunities, business strategy and the risk management practices before taking on record the quarterly / half yearly / annual financial results of the Company.

The required information as enumerated in Part A of Schedule II to SEBI Listing Regulations is made available to the Board of Directors for discussions and consideration at every Board Meetings. The Board periodically reviews compliance reports of all laws applicable to the Company as required under Regulation 17(3) of the SEBI Listing Regulations.

The important decisions taken at the Board / Committee meetings are communicated to departments concerned promptly. Action taken report on the decisions taken at the meeting(s) is placed at the immediately succeeding meeting of the Board / Committee for noting by the Board / Committee.

8 (Eight) Board Meetings were held during the financial year 2020-21. The Company has held at least one Board meeting in every quarter and the gap between two meetings did not exceed one hundred and twenty days. The necessary quorum was present in all the meetings. Leave of absence was granted to the concerned directors who could not attend the respective board meeting on request.

The dates on which the Board Meetings were held during FY 2020-21 are as follows:

Sr. No.	Date of Board meeting
1	22-06-2020
2	26-06-2020
3	03-09-2020
4	14-09-2020
5	12-11-2020
6	18-12-2020
7	05-02-2021
8	11-02-2021

All the meetings of the Board and its Committees during the FY 2020-21 as mentioned above were held through Physical mode only and the details of attendance of Directors at the Board Meetings and at the last Annual General Meeting are as under:

Name of Director(s)	Number of Board Meetings held and attended during FY 2020-21		Attended Last AGM (10 th AGM-2020) (30-09-2020)
	Held	Attended	
Mr. Dasigi Venkata Surya Prakash Rao	8	8	Yes
Mr. Srinivasa Rao Tatipaka	8	1	Yes
Mr. Suresh Tammineedi	8	5	Yes
Mr. Satya Srikanth Karaturi	8	8	Yes
Mr. Chukka Siva Satya Srinivas	8	8	No
Mrs. K. V. Kali Kanaka Durga	8	8	No

- During the FY 2020-21 under review Mr. Srinivasa Rao Tatipaka & Mr. Suresh Tammineedi are appointed in the board on 03-09-2020 only hence they are eligible to attend the board meetings which are conducted after their appointments only (i.e. 14-09-2020, 12-11-2020, 18-12-2020, 05-02-2021, & 11-02-2021).
- During the FY 2020-21 under review, Mr Goutham Jupally Additional Director of the Company resigned from the office of Director with effect from 03rd September, 2020 and attended the Board Meeting held on 22-06-2020 only.
- During the FY 2020-21 under review, Mr. Kakkera Sri Krishna, Whole-Time Director of the Company resigned from the office of Director with effect from 10th December, 2020 and attended the Board Meeting held on 22-06-2020 only

During the year, the Board of Directors accepted all recommendations of the Committees of the Board, which were statutory in nature and required to be recommended by the Committee and approved by the Board of Directors. Hence, the Company is in compliance of condition of clause 10(j) of schedule V of the SEBI Listing Regulations.

Number of shares and convertible instruments held by non-executive directors:

Except below mentioned, none of the non-Executive Directors hold any equity shares

S.No	Name and designation of the Director	No. of Shares held
1	Mr. Satya Srikanth Karaturi	3483 (0%)
2	Mr. Chukka Siva Satya Srinivas	NIL
3	Mrs. Korpu Venkata Kali Kanaka Durga	142081 (0.09%)

Web link where details of familiarization programmes imparted to Independent directors:

A formal familiarization programme was conducted about the amendments in the Companies Act, 2013, Rules prescribed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws of the Company.

Periodic presentations are made by Senior Management, Statutory and Internal Auditors at the Board/Committee meetings on business and performance updates of the Company, global business environment, business risks and its mitigation strategy, impact of regulatory changes on strategy etc. It is the general practice of the Company to notify the changes in all the applicable laws from time to time to the Board of Directors regularly.

The Company has a familiarisation programme for Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business models of the Company etc., and the same is available on the website of the Company <http://spacenetent.com/>

List of core skills/expertise/competencies identified by the board of directors:

The Company requires skills, expertise and competencies in the areas of strategy, finance, accounting, legal and regulatory matters, sustainability and operations of the Company's businesses to efficiently carry on its core businesses such as Trading, Information Technology, Software modules, Financial Technology, Management, Finance, Marketing, Imports & Exports & Corporate Governance.

The Board comprises of qualified members who bring in the required skills, expertise and competence as mentioned above which allow them to make effective contributions to the Board and its committees. The members of the Board are committed to ensure that the Company is in compliance with the highest standards of corporate governance.

List of skills/competencies required in relation to business operations	Names of Directors having such skills/competencies
Information Technology, Software modules, Financial Technology	Mr.Satya Srikanth Karaturi
Trading, Strategic Management	Mr. Dasigi Venkata Surya Prakash Rao
Marketing, Imports & Exports	Mr. Srinivasa Rao Tatipaka Mr. Suresh Tammineedi
Management, Finance, Corporate Governance	Mr. Chukka Siva Satya Srinivas Mrs. K. Venkata Kali Kanaka Durga

The current composition of your Company's Board includes directors with core industry experience and has all the key skills and experience mentioned above

Confirmation that in the opinion of the board, the independent directors fulfil the conditions specified in these regulations and are independent of the management:

The Board of Directors be and is hereby confirm that in the opinion of the Board, the Independent Directors fulfil the conditions specified by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are independent of the management.

Detailed reasons for the resignation of an independent director who resigns before the expiry of his /her tenure along with a confirmation by such director that there are no other material reasons other than those provided:

During the FY 2020-21 No independent director resigned before the expiry of his /her tenure

COMMITTEES OF THE BOARD:

The Board Committees play a vital role in ensuring sound Corporate Governance practices. The Committees are constituted to handle specific activities and ensure speedy resolution of the diverse matters. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles under which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all the Committees are placed before the Board for review. As on date, the Board has established the following Committees

- A. Audit Committee
- B. Nomination and Remuneration Committee
- C. Stakeholders' Relationship Committee

AUDIT COMMITTEE

The Company has a qualified and Independent Audit Committee comprising of 3 Independent Directors, constituted in accordance with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

The Committee is empowered with the powers as prescribed under the said Regulation 18 and Section 177 of the Companies Act, 2013.

The Committee also acts in terms of reference and directions if any, given by the Board from time to time.

(a) Brief description of terms of reference

The terms of reference of the Audit Committee are as per Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, read with Section 177 of the Companies Act, 2013 and includes such other functions as may be assigned to it by the Board from time to time.

i) Powers of the Audit Committee includes:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

ii) Role of the Audit Committee includes:

Oversight of Company's financial reporting process and disclosure of its financial information to ensure That the financial statements are correct, sufficient and credible.

- Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of auditors and fixation of audit fee and approval of payment to statutory auditors for any other services rendered by them.
- Reviewing, with the management, the annual financial statements before submission to the Board for Approval, with particular reference to:

Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.

- Changes, if any, in accounting policies and practices and reasons for the same.
- Major accounting entries involving estimates based on the exercise of judgment by management
- Significant adjustments made in the financial statements arising out of audit findings
- Compliance with listing and other legal requirements relating to financial statements
- Disclosure of any related party transactions
- Review of draft Auditors Report, in particular qualifications / remarks / observations made by the Auditors on the financial statements-
- Review of internal audit reports relating to internal control weaknesses.

- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval
- Review, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- Approval or any subsequent modification of transactions of the listed entity with related parties
- Review of the financial statements of subsidiary Companies
- Scrutiny of inter-corporate loans and investments
- Valuation of undertakings or assets of the listed entity, wherever it is necessary
- Evaluation of internal financial controls and risk management systems
- look into the reasons for substantial defaults in the payment to the shareholders (in case of non-payment of declared dividends) and creditors
- Reviewing, with the management, auditor's independence, performance of statutory and internal auditors, adequacy of the internal control systems
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit
- Department, staffing and seniority of the official heading the department, reporting structure coverage and Frequency of internal audit.
- Reviewing the risk management policies, practices and the findings of any internal investigations by the Internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control Systems of a material nature and reporting the matter to the Board
- Discussion with internal auditors of any significant findings and follow up there on;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as Well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, Shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the whistle blower mechanism;
- Approval of appointment of chief financial officer after assessing the qualifications, experience and Background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee

- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing.
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders Authority to investigate into any matter in relation to the items specified in sub-section (4) of Section 177 of the Companies Act, 2013 or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the Company
- Appointment of registered valuers
- Reviewing the reports/ certificates placed before it as mandated by the statutory authorities or as required Under policies framed by the Company from time to time.
- Ascertaining and ensuring that the Company has an adequate and functional vigil mechanism and for ensuring that the interest of a person, who uses such a mechanism, are not prejudicially affected on account of such use, as and when applicable and reviewing the functioning of whistle blower mechanism;
- Any other matters/ authorities / responsibilities / powers assigned as per Companies Act 2013 and Rules Made thereunder, as amended from time to time
- The Committee mandatorily reviews information including internal audit reports related to internal control weakness, management discussion and analysis of financial condition and result of operations, statement Of significant related party transactions, appointment and removal of the auditors and such other matters as prescribed from time to time.

Review of Information by Audit Committee:

1. The Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor; and

6. Statement of deviations:

- a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s).
- b) Annual statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice.

COMPOSITION & MEETINGS, ATTENDANCE OF THE AUDIT COMMITTEE:

During the financial year 2020-21, 06 (Six) meetings of the Audit Committee were held

The dates on which the Audit Committee Meetings were held during FY 2020-21 are as follows:

Sr. No.	Date of Board meeting
1	22-06-2020
2	26-06-2020
3	03-09-2020
4	14-09-2020
5	12-11-2020
6	11-02-2021

The intervening gap between two meetings did not exceed one hundred and twenty days.

The details of the Audit Committee Composition & meetings attended by its members as on 31st March, 2021 are given below:

Sr. No	Name	Designation(s)	Category of Director	Number of meetings held during FY 2020-21	
				Held	Attended
1	Mr.Satya Srikanth Karaturi	Chairman	Non-Executive & Independent	6	6
2	Mr. Chukka Siva Satya Srinivas	Member	Non-Executive & Independent	6	6
3	Mrs. K.Venkata Kali Kanaka Durga	Member	Non-Executive & Independent	6	6

The Audit Committee of the Company comprises majority of Independent Directors which enables a complete independent review of financial reporting process and internal control mechanism by the Committee in more transparent way to further strengthen the confidence of all stakeholders especially the minority shareholders.

All members of the Audit Committee have accounting and financial management knowledge and The Company Secretary acts as the Secretary of the Audit Committee.

The Chairman of the Audit Committee attended the last Annual General Meeting (AGM) held on 30th September, 2020 to answer shareholders' queries.

NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee has been formed in compliance of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 178 of the Companies Act, 2013.

Brief description of terms of reference:

The terms of reference of the Nomination and Remuneration Committee are as under:

Formulation of the criteria for determining qualifications, positive attributes and independence of a director And recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.

- Formulation of criteria for evaluation of Independent Directors and the Board.
- Devising a policy on Board diversity.
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment, remuneration and removal.

Whether to extend or continue the term of appointment of the independent director, on the basis of the Report of performance evaluation of independent directors.

- Recommendation of fee / compensation if any, to be paid to Non-Executive Directors, including Independent Directors of the Board.

- Recommend to the board, all remuneration, in whatever form, payable to to Senior Management Personnel.

The Company has adopted a policy relating to the remuneration for Directors, Key Managerial Personnel and other employees of the Company which is disclosed on the website of the Company <http://spacenetent.com/>

Meeting, Attendance & Composition of the Nomination & Remuneration Committee

During Financial Year 2020-21, 03 (Three) meeting of the Nomination & Remuneration Committee were held. The dates on which the Nomination & Remuneration Committee Meetings were held during FY 2020-21 are as follows:

Sr. No.	Date of Board meeting
1	26-06-2020
2	03-09-2020
3	11-02-2021

The details of the Nomination & Remuneration Committee meeting attended by its members as on 31st March, 2021 are given below:

Sr. No	Name	Designation(s)	Category of Director	Number of meetings held during FY 2020-21	
				Held	Attended
1	Mr.Satya Srikanth Karaturi	Chairman	Non-Executive & Independent	3	3
2	Mr. Chukka Siva Satya Srinivas	Member	Non-Executive & Independent	3	3
3	Mrs.Korpu Venkata Kali Kanaka Durga	Member	Non-Executive & Independent	3	3

The Quorum of the Committee is of two members.

The Board of Directors review the Minutes of the Nomination & Remuneration Committee Meetings at its subsequent Board Meetings. The Company Secretary acts as a Secretary to the Committee

Remuneration Policy:

The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The Company endeavours to attract, retain, develop and motivate the high-calibre executives and to incentivize them to develop and implement the Group's Strategy, thereby enhancing the business value and maintain a high performance workforce. The policy ensures that the level and composition of remuneration of the Directors is optimum.

Remuneration to Non-Executive Directors:

Remuneration of Non-Executive Directors and Chairman may be in the form of annual commission, which is determined by the Board within the limit stipulated under the Companies Act, 2013 and approved by the shareholders. Commission is based, inter alia, on Company performance and is generally payable on a uniform basis to reinforce the principle of collective responsibility. Individual performance may be taken into account in exceptional circumstances. Non-Executive Directors are also entitled to sitting fees for attending meetings of the Board and Committees thereof, the quantum of which is determined by the Board. Non-Executive Directors, who are not Independent Directors, and Chairman are also eligible for Stock Options as approved by the shareholders.

The Company has not granted stock options to Non-Executive and Independent Directors during the FY 2020-21

Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for independent directors is determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

Remuneration to Executive Directors:

Remuneration of Executive Directors, Key Managerial Personnel and Senior Management is determined and recommended by the Board Nomination & Compensation Committee and approved by the Board subject to the approval of the shareholders [wherever required under Companies act 2013 and SEBI (LODR) 2015].

Remuneration is reviewed and revised periodically, when such a revision is warranted by the market. Since the market for Board-level and senior leadership talent is global, remuneration of top management of global corporations as well as Indian corporations of comparable size is considered. The review also cognises for the Company's diverse multi- business portfolio and its unique strategy of organisation.

Apart from fixed elements of remuneration and benefits / perquisites, Executive Directors, Key Managerial Personnel and Senior Management are also eligible for Performance Bonus and Employee Stock Options that are linked to their individual performance and the overall performance of the Company.

These elements of compensation design, facilitate alignment of the priorities of Executive Directors, Key Managerial Personnel and Senior Management with the long-term interests of stakeholders.

Disclosures With Respect To Remuneration:

All elements of remuneration package of individual directors for the FY 2020-21:

Details of the Sitting Fees & Commission Paid to the Non-Executive Director of the Company during the financial year 2020-21 are as under:

Sr. No	Name of the Non-Executive Director	Sitting Fees Paid for FY 2020-21 in ₹.	Commission for the year 2020-21 in ₹.
1	Mr.Satya Srikanth Karaturi	NIL	NIL
2	Mr. Chukka Siva Satya Srinivas	NIL	NIL
3	Mrs.Korpu Venkata Kali Kanaka Durga	NIL	NIL

Details of the remuneration paid / payable to the Executive Directors of the Company during the financial year 2020-21 are as under:

Sr. No	Name & Designation of Directors	Remuneration In ₹.	Perquisites & Allowances In ₹.	Commission In ₹.	Total In ₹.
1	Mr. Dasigi Venkata Surya Prakash Rao Executive Director	5,55,000/-	NIL	NIL	5,55,000/-

2	Mr. Srinivasa Rao Tatipaka Whole time Director (w.e.f. 03-09 -2020)	3,06,600/-	NIL	NIL	3,06,600/-
3	Mr. Suresh Tammineedi Executive Director (w.e.f. 03-09 -2020)	5,05,000/-	NIL	NIL	5,05,000/-

Note:

- During the FY 2020-21 under review, Mr Goutham jupally Executive Director of the Company resigned from the office of Director with effect from 03rd September,2020 and Remuneration is being paid to him is : **NIL**
- During the FY 2020-21 under review, Mr. Kakkera Sri Krishna Whole-Time Director of the Company resigned from the office of Director with effect from 10th December, 2020 and Remuneration is being paid to him is : **NIL**

Details of fixed component and performance linked incentives, along with the performance criteria:

No Director is paid any fixed component nor performance linked incentives during the financial year 2020-21

Service contracts, notice period, severance fees:

A separate contract of employment was entered with each of the Executive Directors with terms and conditions and approved by the Board

Stock option details, if any including issue at a discount as well as the period over which accrued and over which exercisable:

The Company has not issued any stock options during the financial year 2020-21.

STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee has been formed in compliance of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 178 of the Companies Act, 2013 comprising of 3 Independent Directors

Terms of reference

The terms of reference of the Stakeholders Relationship Committee are as under:

Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Performing various functions relating to the interests of shareholders/investors of the Company as may be required under the provisions of the Companies Act, 2013, Listing Agreement with the Stock Exchanges and regulations/guidelines issued by the SEBI or any other regulatory authority. In order

to expedite the process and for effective resolution of grievances/complaints, the Committee has delegated powers to the Registrar and Share Transfer Agents i.e., M/s. CIL SECURITIES LIMITED, to redress all complaints/grievances/enquiries of the shareholders/investors. It redresses the grievances/ complaints of shareholders/investors under the supervision of Company Secretary & Compliance Officer of the Company.

The Committee, along with the Registrars and Share Transfer Agents of the Company follows the policy of attending to the complaints, if any, within seven days from the date of its receipt.

As mandated by SEBI, the Quarterly Reconciliation of Share Capital Audit, highlighting the reconciliation of total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) vis-à-vis the total issued and listed capital is being carried out by a Practicing Company Secretary. This Audit confirms that the total issued and paid up capital is in agreement with the total number of shares held in physical and dematerialized form with NSDL and CDSL.

As on 31st March, 2021, 158132313 Equity Shares of ₹.01/- each representing 99.98% of the total no. of Shares are in dematerialized form.

Compliance As per Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') read with Section 124 of the Companies Act, 2013 : **NA**

Compliance As required under Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') : **NA**

Composition, Meetings and Attendance of Stakeholders' Relationship Committee

During Financial Year 2020-21, one meeting of the Stakeholders' Relationship Committee was held on 05-02-2021

The details of the Stakeholders' Relationship Committee meeting attended by its members as on 31st March, 2021 are given below:

Sr. No	Name	Designation(s)	Category of Director	Number of meetings held during FY 2020-21	
				Held	Attended
1	Mr.Satya Srikanth Karaturi	Chairman	Non-Executive & Independent	1	1
2	Mr. Chukka Siva Satya Srinivas	Member	Non-Executive & Independent	1	1
3	Mrs. K. Venkata Kali Kanaka Durga	Member	Non-Executive & Independent	1	1

The Quorum of the Committee is of two members.

The Board of Directors review the Minutes of the Stakeholders' Relationship Committee Meetings at its subsequent Board Meetings.

Name and designation of the compliance officer:

Mr. M.Chowda Reddy , Company Secretary of the company is appointed as the Compliance Officer of the Company.

Redressal of Investor Grievances:

Stakeholders Relationship Committee specifically look into various aspects of interest of shareholders, and other security holders.

The Board has authorised the Company Secretary, who is also the Compliance Officer, to approve share Transfers/transmission and comply with other formalities in relation thereto.

There were no pending transfers as on 31st March, 2021.

Number of shareholders' complaints received during the financial year 2020-21: **NIL**

Number of complaints not solved to the satisfaction of shareholders during the financial year 2020-21: **NA**

Number of pending complaints during the financial year 2020-21 : **NIL**

GENERAL BODY MEETINGS:

Financial Year Ended	Date-Day-Time- Venue	Special Resolutions passed at the AGMs by the Shareholders
31st March, 2020	Date: 30-09-2020 Day: Wednesday Time: 11.30 AM (IST) Venue: At Regd Office of the company: Royal Pavilion Apartment, H.No. 6-3-787, Flat No. 1003, Block - A, Ameerpet, Hyderabad -500016, Telangana, India, Held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	No Special Resolution was passed at the AGM.
31st March, 2019	Date: 28-09- 2019 Day: Saturday Time: 11.00 AM (IST) Venue: Senior Citizen Hall 2nd Floor, Beside S.R.K Raju community hall, Madhura Nagar, Hyderabad - 500038, Telangana.	To approve material related party transactions
31st March, 2018	Date: 28-09- 2018 Day: Friday Time: 03.30 PM (IST) Address: Senior Citizen Hall 2nd Floor, Beside S.R.K Raju community hall, Madhura Nagar, Hyderabad - 500038, Telangana	No Special Resolution was passed at the AGM.

Whether any special resolution passed last year through postal ballot – details of voting pattern: **NIL**

Person who conducted the postal ballot exercise: **NA**

Whether any special resolution is proposed to be conducted through postal ballot: **NO**

Procedure for postal ballot: **NA**

HOLDING /SUBSIDIARY COMPANIES;

The Company has no Holding/subsidiaries During Financial Year 2020-21

Note:

The company has incorporated following 2 wholly owned subsidiary Companies on 26th May 2021 however the acquisition of shares is under process

3. SPACENET ENTERPRISES HK LIMITED at Hong Kong
4. SPACENET ENTERPRISE UK LIMITED at England and Wales

DIVIDEND HISTORY (EQUITY SHARES):

During Financial Year 2020-21, The Board has not recommended any Dividends

MEANS OF COMMUNICATION:

Financial Results:

The quarterly, half-yearly and Annual results of the Company were normally published by the Company in the newspapers within 48 hours from the conclusion of the Board meeting.

Annual reports with audited financial statements are sent to the shareholders through permitted mode as per applicable Laws in force.

Newspapers results:

The results are normally published by the Company in the newspapers (Financial Express) in English version, and in regional newspaper (Nava Telangana) in the vernacular language in all editions.

Intimation to Stock Exchanges:

The Company also regularly intimates to the Stock Exchanges all price sensitive and other information which are material and relevant to the investors.

Website Display:

The Financial results/ Official press releases/ news/ the presentations to institutional investors or to the analysts/ are also displayed on the Company's website: <http://spacenetent.com/>

GENERAL SHAREHOLDER INFORMATION:

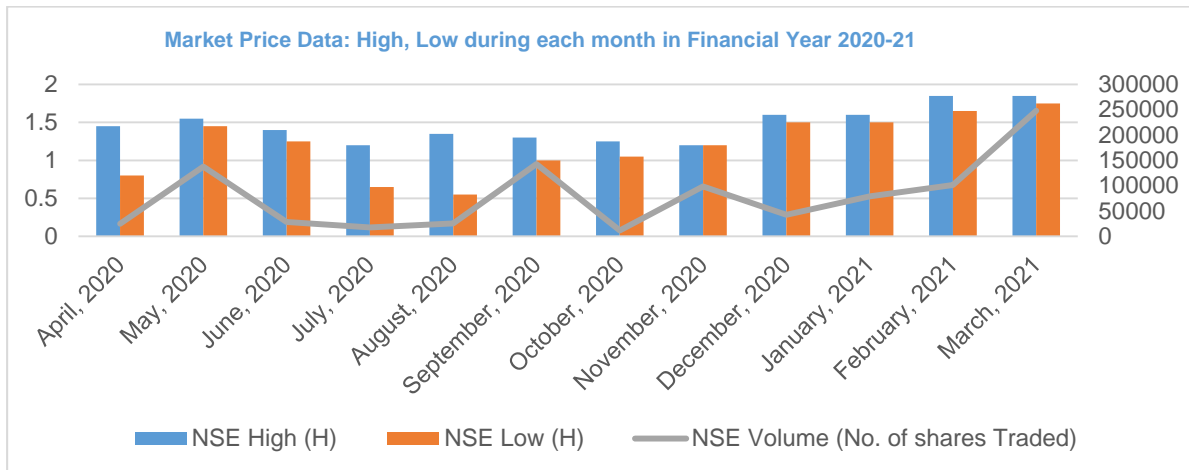
Company Registration	CIN: L72200TG2010PLC068624
Registered Office Address & Address for correspondence	Plot No.114, Survey No.66/2, Street No.03, Raidurgam, Prasanth Hills, Gachibowli, Nav Khalsa , Serilingampally , Ranga Reddy, Hyderabad-500008,Telangana, India
Mail:	info@spacenetent.com cs@spacenetent.com
Ph;	040-29345781
Website:	http://spacenetent.com/
Financial Calendar	1st April, 2021 to 31st March, 2022
dividend payment date	NA
Results for the quarter ending	
30th June 2020	15-09-2020
30th September 2020	13-11-2020
31st December 2020	11-02-2021
31st March 2021	29-06-2021

IITH AGM Date	Friday, 24 th September, 2021
Date of Book closure	Saturday, 18 th September, 2021 to Friday, 24 th September, 2021 (both days inclusive)
Record Date/ Cut-off date for e-voting	Friday, 17 th September, 2021
Dividend Payment Date	NA
Listing on Stock Exchanges	National Stock Exchange of India Ltd 'Exchange Plaza' 5th Floor, Plot No. C/1, G-Block, Bandra-Kurla Complex, Bandra(E), MUMBAI - 400051
Stock Code/Symbol	SPCENET
ISIN	INE970N01027
The Listing fees for the year 2021-22	Paid to National Stock Exchange of India Ltd
Depositories:	1. National Securities Depository Limited (NSDL) Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013. 2. Central Depository Services (India) Limited (CDSL) 25th Floor, A Wing, Marathon Futurex, Mafatlal Millis Compound, NM Joshi Marg, Lower Parel (E), Mumbai - 400013
Registrar & Transfer Agent (RTA)	CIL Securities Limited 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad-500 001. Telangana, India Phone: +91 040- 69011111, 022-22885177/78 Whatsapp :9392900905 E-mail: rta@cilsecurities.com Website :https://www.cilsecurities.com/

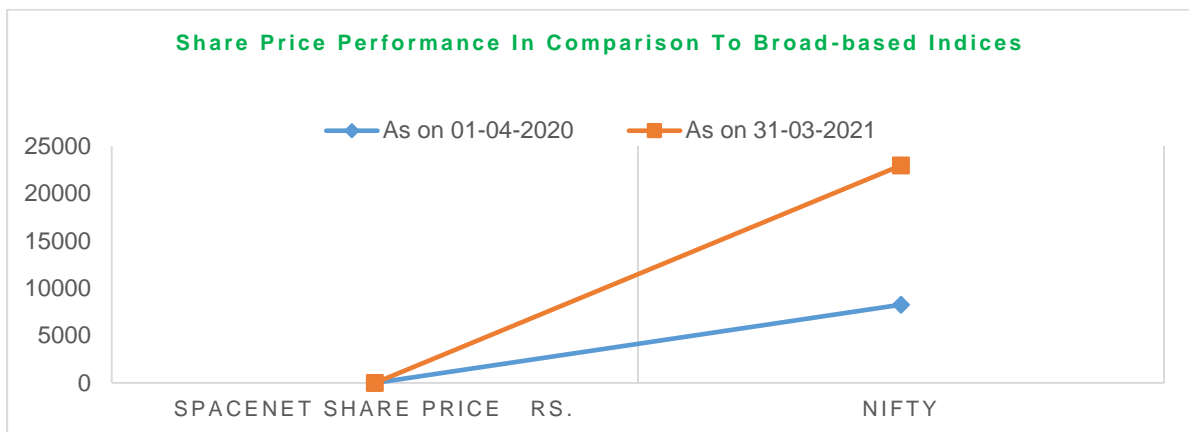
Market Price Data: High, Low during each month in Financial Year 2020-21.

High, low during each month and trading volumes of the Company's Equity Shares during the last financial Year 2020-21 at the National Stock Exchange of India Limited (NSE) are as under:

Month	NSE		
	High (H)	Low (H)	Volume (No. of shares Traded)
April, 2020	1.45	0.80	24835
May, 2020	1.55	1.45	137539
June, 2020	1.40	1.25	28200
July, 2020	1.20	0.65	17587
August, 2020	1.35	0.55	25349
September, 2020	1.30	1.00	142743
October, 2020	1.25	1.05	11570
November, 2020	1.20	1.20	98361
December, 2020	1.60	1.50	42341
January, 2021	1.60	1.50	78974
February, 2021	1.85	1.65	101389
March, 2021	1.85	1.75	248081


Share price performance in comparison to broad-based indices

Particulars	SPACENET Share Price (in ₹)	NIFTY
As on 1 April 2020	1.35	8,253.80
As on 31 March 2021	1.85	14,690.70
Changes (%)	37	77.99

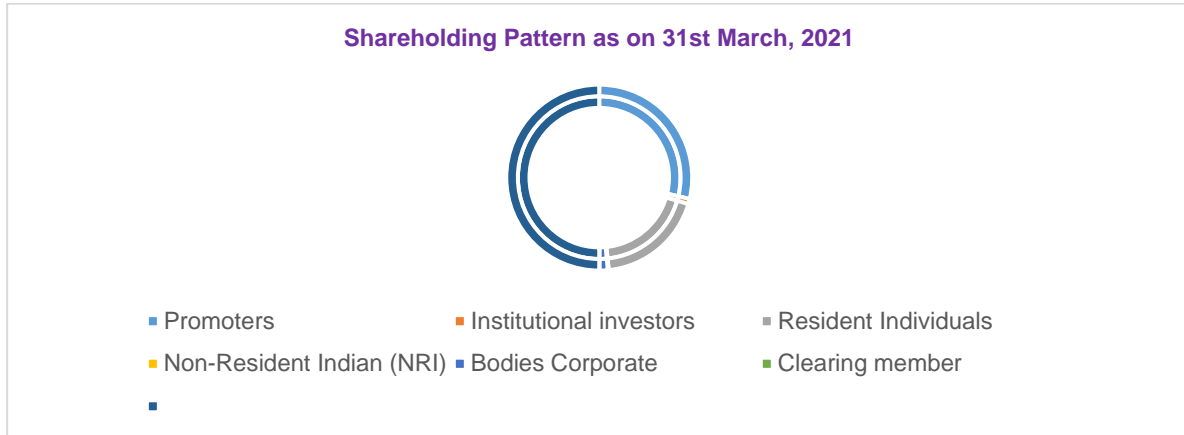

The Distribution of Shareholding as on 31st March, 2021 is as follows:

Number of shares Category	Number of shareholders		Equity Shares held in each category	
	Holder's	% Held	Total No. of Shares	% Held
1 to 500	12338	69.88	2273584	1.44
501 to 1000	2252	12.75	1952284	1.23
1001 to 2000	1275	7.22	2039214	1.29
2001 to 3000	528	2.99	1383783	0.87
3001 to 4000	247	1.40	904175	0.57
4001 to 5000	247	1.40	1192789	0.75
5001 to 10000	354	2.00	2726607	1.72
10001 to 158158374	416	2.36	145685938	92.11
Total	17657	100.00	158158374	100.00

Shareholding Pattern as on 31st March, 2021 is as follows:

Category	No. of Shares held	(%) of holding
Promoters	90773223	57.39
Institutional investors	2832492	1.79

Resident Individuals	59400811	37.56
Non-Resident Indian (NRI)	504747	0.32
Bodies Corporate	4643336	2.94
Clearing member	3765	0
Total	158158374	100



Dematerialization of shares and liquidity:

The shares of the Company are under compulsory demat trading. The Company has made necessary arrangements with NSDL and CDSL for demat facility, 99.98% of the Company's Shares are dematerialised as on 31st March, 2021

Securities suspended from trading:

During the FY 2020-21 the scrip "SPCENET" is under Graded Surveillance Measure (GSM) Stage II/III/IV.

Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs/ADRs/warrants or any other convertible instruments during the FY 2020-21

Share Transfer System:

The Share transfers are effected within 15 days from the date of lodgement for transfer, Transmission sub-division, Consolidation, renewal etc., if the documents are in order in all respects, in line with Schedule VII to the Listing Regulations and such modified share Certificates are delivered to the shareholders immediately.

Transfer of unpaid/unclaimed to Investor Education & Protection Fund: NA

Dematerialization of Shares and Liquidity:

The Equity Shares of the Company are tradable in compulsory dematerialized segment of the Stock Exchanges and are available in depository system of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Listing of Debt Securities: NA

Debenture Trustees (for privately placed debentures): NA

Major Plant Locations: NA

Credit Rating: NA

Commodity Price Risk/Foreign Exchange Risk and Hedging:

In the ordinary course of business, the Company is exposed to risks resulting from exchange rate fluctuation and interest rate movements. It manages its exposure to these risks through derivative financial instruments. The Company's Treasury Team ensures appropriate financial risk governance framework for the Company through appropriate policies and procedures and that financial risks are identified, measured and managed.

The shareholders may address their communications / suggestions / grievances / queries to:

1. Company Secretary & Compliance Officer SPACENET ENTERPRISES INDIA LIMITED Plot No.114, Survey No.66/2, Street No.03, Raidurgam, Prasanth Hills, Gachibowli, Nav Khalsa , Serilingampally , Ranga Reddy, Hyderabad-500008,Telangana, India. Tel: 040 29345781 E-mail: cs@spacenetent.com Website: http://spacenetent.com/	2. CIL Securities Limited (RTA) 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad-500 001. Telangana, India Phone: +91 040- 69011111, 022-22885177/78 Whatsapp :9392900905 E-mail: rta@cilsecurities.com Website : https://www.cilsecurities.com/
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Secretarial Audit & other Audits & Compliance Certificate:

The Company obtained following certificate(s)/Reports from CS Desina Balarama Krishna (Cop. No. 22414), Practicing Company Secretary, Hyderabad:

- I. confirming compliance with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 is attached to the Directors' Report and forms part of this 11th Annual Report.
- II. None of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is attached to the Directors' Report and forms part of this 11th Annual Report.
- III. Secretarial Audit Report of the Company for the year 2020-21. Their Audit Report confirms that the Company has complied with the applicable provisions of the Companies Act 2013 and the Rules made there under, SEBI Listing Regulations and other laws applicable to the Company. The Secretarial Audit Report forms part of the Directors' Report.
- IV. Pursuant to Regulation 40(9) of the SEBI Listing Regulations, certificates have been issued on a half- yearly basis, certifying due compliance of share transfer formalities by the Company.
- V. Carry out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and the total issued and listed capital. The audit confirms that the total issued/ paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

OTHER DISCLOSURES

Disclosure on materially significant related party transactions:

All related party transactions entered into during the financial year were on an arm's length basis and were in the ordinary course of business. The details of Related Party Transactions are disclosed

in financial section of this Annual Report. The Company has developed a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions.

The Policy on Related Party Transactions as approved by the Board is uploaded on the website of the Company <http://spacenetent.com/>

Details of non-compliance:

The Company has complied with the requirements of the Stock Exchanges as well as the regulations and guidelines prescribed by the Securities and Exchange Board of India (SEBI).

Penalties or strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years. Are as follows:

Sr.No	Period of payment	Fine Amount	Regulation under which Fine Levied for non-compliance
1	31-March-2019	₹. 84960/-	Reg. 6(1) of SEBI LODR-2015
2	31-December-2018	₹. 108560/-	Reg. 6(1) of SEBI LODR-2015

The company paid the above mentioned fine levied by stock exchange for non-compliance of Reg. 6(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to non-appointment of compliance officer, however the company appointed the compliance officer later and complied the same regulation.

Whistle Blower Policy:

The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behaviour. No person has been denied access to the chairman of the audit committee.

The Whistle Blower Policy of the Company is also posted on the website of the Company <http://spacenetent.com/>

THE COMPANY HAS COMPLIED WITH THE MANDATORY REQUIREMENTS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015. THE STATUS OF COMPLIANCE WITH THE DISCRETIONARY REQUIREMENTS UNDER REGULATION 27(1) OF SEBI LISTING REGULATIONS ARE AS UNDER:

Discretionary Requirements:

Separate posts of chairperson and chief executive officer: The office of Chairman and that of Managing Director/Whole Time Director of the Company are held by different persons Reporting of internal auditor: The Internal Auditor of the Company reports directly to the Audit Committee

The Company does not have any Material Non-Listed Indian Subsidiary as defined under Regulation 16 of SEBI Listing Regulations. It is, therefore, not required to have an Independent Director of the Company on the Board of such Subsidiary.

Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):

During the FY 2020-21 the company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)

A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority has been enclosed as separately to this report.

Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year:

There are no such instances during the year and the Board considered and accepted the recommendations of all the Committees.

Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part:

During the FY 2020-21 the company paid Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is ₹. 2,00,000/- (Rupees Two Lakh Only)

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The policy aims to provide protection to Employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where Employees feel secure. The Company has not received any complaint on sexual harassment during the FY2020-21.

Non-compliance of any requirement of corporate governance report, with reasons thereof:

All the corporate governance requirements are complied with The extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted:

Discretionary Requirements: The Company has adopted / complied with the discretionary requirements specified in Part E of Schedule II as detailed below:

The Board: Maintenance of Office to the Non-executive Chairperson at the Company's expense: This is not applicable as the Chairperson of the Company is an Executive Director.

Shareholders' rights: All the quarterly financial results are placed on the Company's Website: <http://spacenetent.com/> apart from publishing the same in the Newspapers along NSE

Modified opinion(s) in audit report: There are no modified opinions in the Audit Reports given by the statutory Auditors of the company.

Separate Posts of Chairman and CEO: The Company has separate offices of Chairman and Managing Director/Whole Time Director.

Reporting of internal auditor: The Internal auditor reports to the Chairman of the Audit Committee directly

Disclosures of compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 are as follows:

Regulation	Particulars of regulations	Compliance status (Yes/No)
17	Board of directors	Yes
18	Audit committee	Yes
19	Nomination and Remuneration committee	Yes
20	Stakeholders Relationship committee	Yes
21	Risk Management committee	NA
22	Vigil mechanism	Yes
23	Related party transactions	Yes
24	Corporate Governance requirements with respect to Subsidiary of listed entity	NA
25	Obligations with respect to Independent directors	Yes
26	Obligation with respect to Directors and Senior Management	Yes
27	Other Corporate Governance requirements	Yes
46(2) (b) to (i)	Website	Yes

Code of Conduct:

The Company has in place a comprehensive Code of Conduct (the Code), pursuant to Regulation 17(5) of Listing Regulations, applicable to all the senior management personnel and directors including independent directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code covers duties of independent directors also gives guidance and support needed for ethical conduct of business and compliance of law.

Further a policy on obligation of directors and senior management personnel for disclosure of committee positions and commercial transactions pursuant to Regulation 26(2) (5) and (6) of Listing Regulation is in place.

All the Directors and senior management confirmed the compliance of code of conduct. The Company has posted the Code of Conduct for Directors and Senior Management on the website <http://spacenetent.com/> Declaration on compliance with Code of Conduct is annexed.

Meeting of Independent Directors:

During the year under review, the Independent Directors met on 15th March, 2021, inter alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

Policy for determining materiality of an event/information & for making disclosures to Stock Exchanges:

As required under Regulation 30 of the Listing Regulations, the Board of directors of the Company approved the Policy for determining materiality of an event or information and for making disclosures to Stock Exchanges which was placed on the Website of the Company <http://spacenetent.com/>

Preservation of Documents:

The Company adopted the policy on preservation of documents in accordance with the Regulation 9 of the Listing Regulations, which was placed on the Website of the Company <http://spacenetent.com/>

Corporate governance requirements with reference to Subsidiary Companies: NA

Prohibition of Insider trading:

In compliance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) and to preserve the confidentiality and prevent misuse of unpublished price sensitive information, the Company has adopted a Code of Conduct for regulating, monitoring and reporting of trading by insiders.

This Code also provides for periodical disclosures from the designated Persons and their immediate Relatives as well as pre-clearance of transactions by such persons as per the thresholds mentioned in the code.

The code is applicable to Designated Persons and their immediate relatives who are likely or may reasonably be expected to have access to the unpublished price sensitive information relating to the Company and the same is being implemented as a self-regulatory mechanism.

A Code on Prohibition of Insider trading placed on the website of the company <http://spacenetent.com/>

Compliance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to mandatory requirements and Certificate on Corporate Governance:

As required under SEBI Listing Regulations, the Certificate on compliance of the Corporate Governance norms is attached.

Particulars about Directors proposed for appointment as well as the Directors who retire by rotation and are eligible for re-appointment indicating their shareholding in the Company have been given in the annexure attached to the Notice of this 11th Annual General Meeting.

The Managing Director / the Chief Financial Officer (CFO) have certified to the Board in accordance with Regulation 33(2)(a) of SEBI Listing Regulations pertaining to CEO/CFO certification for the Financial Year ended 31st March, 2021 and the same is annexed herewith.

Disclosures with respect to DEMAT suspense account/ unclaimed suspense account:

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year; **NIL**

Number of shareholders who approached listed entity for transfer of shares from suspense account during the year; **NIL**

Number of shareholders to whom shares were transferred from suspense account during the year; **NIL**

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year; NIL

That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: NIL

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH COMPANY'S CODE OF CONDUCT

In terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that all the Board members and Senior Management Personnel of the Company have affirmed compliance with the respective Codes of Conduct, as applicable to them for the year ended 31st March, 2021.

For Specenet Enterprises India Limited

Date:27-08- 2021
Place: Hyderabad

Sd/-
Dasigi Venkata Surya Prakash Rao
Executive Director & CFO
(DIN: 03013165)

CERTIFICATION BY CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO)

We have reviewed the financial statements and the cash flow statements for the year ended 31st March, 2021 and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2021 which are fraudulent, illegal or violation of the Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal control system and that we have evaluated the effectiveness of the internal control system of the Company and we have disclosed to the auditors and the Audit Committee, efficiencies in the design or operation of internal control system, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that we have indicated to the auditors and the Audit Committee:
 - a) There have been no significant changes in internal control system during the year;
 - b) There have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) There have been no instances of significant fraud of which we have become aware, involving management or an employee having a significant role in the Company's internal control system.

For Specenet Enterprises India Limited

Sd/-

Satya Srikanth Karaturi
Whole Time Director
(DIN: 07733024)

Date: 27-08-2021

Place: Hyderabad

Sd/-

Dasigi Venkata Surya Prakash Rao
Executive Director & CFO
(DIN: 03013165)

CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
The Members of
Spacenet Enterprises India Limited
CIN: L72200TG2010PLC068624
Hyderabad.

We have examined all the relevant records of Spacenet Enterprises India Limited (“the Company”) for the purpose of certifying compliance of the applicable conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2021. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance.

This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations as applicable for the year ended March 31, 2021.

Sd/-
Desina Balarama Krishna
Company Secretary in Practice

FCS No: 8168
C P No: 22414
UDIN: F008168C000848141

Place: Hyderabad
Date: 27-08-2021

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
 The Members of,
 Spacenet Enterprises India Limited
 CIN: L72200TG2010PLC068624
 Hyderabad

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Spacenet Enterprises India Limited having CIN: L72200TG2010PLC068624 and having registered office at Plot No.114, Survey No.66/2, Raidurgam, Gachibowli, Prasanthills, Navkhalsa, Serilingampally, Hyderabad -500008 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Date of appointment as Director in the Company
01.	Dasigi Venkata Surya Prakash Rao	03013165	13/11/2019
02.	Srinivasa Rao Tatipaka	02449906	03/09/2020
03.	Suresh Tammineedi	00952079	03/09/2020
04.	Satya Srikanth Karaturi	07733024	14/02/2017
05.	Chukka Siva Satya Srinivas	07177166	23/05/2019
06.	Korpu Venkata Kali Kanaka Durga	08640661	18/12/2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-
Desina Balarama Krishna
Company Secretary in Practice
FCS No: 8168
CP No: 22414
UDIN: F008168C000848106

Place: Hyderabad
Date: 27-08-2021

Annexure-II**FORM NO. MR-3**

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

M/s. SPACENET ENTERPRISES INDIA LIMITED,
CIN: L72200TG2010PLC068624
Hyderabad

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. SPACENET ENTERPRISES INDIA LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2021, as per the Annexure to this secretarial audit, according to the provisions of:
 - 1.1. The Companies Act, 2013 (the Act) and the rules made there under;
 - 1.2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
 - 1.3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - 1.4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - 1.5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - 1.5.1. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - 1.5.2. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- 1.5.3. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable as there was no fresh issue of Capital during the Year).**
 - 1.5.4. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - 1.5.5. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable as there was no debt securities listed on the Stock Exchange).**
 - 1.5.6. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - 1.5.7. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable as there was no Delisting of Equity Shares during the year)**and
 - 1.5.8. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable as there was no Buyback of Securities by the Company during the Year)**
2. I have also examined compliance with the applicable clauses of the following:
 - 2.1. Secretarial Standards issued by The Institute of Company Secretaries of India.
 - 2.2. The Listing Agreements entered into by the Company with the National Stock Exchange;
 3. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:
 - 3.1. *The company has lately complied Regulation 23 (9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: Related Party Transactions: disclosures of RPTs on a consolidated basis. The company has filed the disclosures of RPTs on 05th August 2020 and the due date was 25th July 2020.*
 - 3.2. *As per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015: Trading window has to be closed from the end of the quarter till 48 hours of the conclusion of the financial result declaration. But the Company has closed the trading window lately, i.e., from 02nd April 2020 instead of 31st March 2020.*
 - 3.3. *As per Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: Voting results of the general meeting has to be submitted to the stock exchange within 48 hours of conclusion of General Meeting. The company has intimated the specified information to the exchange lately by almost 11 hours.*
 4. I further report that:
 - 4.1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- 4.2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- 4.3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- 4.4. There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. More focus on good governance is required.
5. I further report that during the audit period the company had the following major events/ actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:
- 5.1. Board Meeting held on 22nd June 2020, included the decision taken by the Board of Directors of the Company approving the request from Mrs. Uma Kunareddy received on 16th June, 2020 to reclassify her promoter status as Public.
- 5.2. The company has allotted 10,91,39,784 Equity Shares worth Re. 1/- fully paid to the eligible equity shareholders of KLING ENTERPRISES INDIA LIMITED ("Demerged Company") Pursuant to The Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal ("NCLT"), Hyderabad Bench, vide its order dated January 05th, 2021.

Sd/-
Desina Balarama Krishna
Company Secretary in Practice

FCS No: 8168
CP No: 22414
UDIN: F008168C000848128

Place: Hyderabad
Date: 27-08-2021

Note: This letter is to be read with our letter of even date, which is annexed, and form an integral part of this report.

ANNEXURE TO FORM NO. MR-3

To,

The Members,

M/s. SPACENET ENTERPRISES INDIA LIMITED,
CIN: L72200TG2010PLC068624
Hyderabad

SUBJECT: Our Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the Management. Our examination was limited to the verification of procedures.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

sd/-

Desina Balarama Krishna
Company Secretary in Practice

FCS No: 8168

CP No: 22414

UDIN: F008168C000848128

Place: Hyderabad

Date: 27-08-2021

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS

The world economy, including the Indian economy, witnessed a downturn during the financial year 2020-21, because of the severe impact of the COVID-19 pandemic, as described in the following sections.

Economic Outlook under Covid Pandemic:

The world output contracted by about 3.2% in Calendar Year (CY) 2020, because of the impact of the COVID-19 pandemic, as per estimates of the International Monetary Fund (IMF) in its latest *World Economic Outlook* released in July 2021. Though the global economy shrank in CY 2020, prospects of global output growth improved during the last few months of the year, with more and more economies adapting to new working conditions and the rollout of vaccines against COVID-19, supported by strong fiscal stimulus in most countries. The gain in the prices of energy and base metal commodities was also an indication of a recovery in economic activities. The IMF forecasts global output to grow by about 6% for CY 2021, while cautioning about uncertainties such as ineffectiveness of vaccines against the evolving new strains of the virus, uneven spread of vaccination, varying effectiveness of policy actions, fluctuations in global commodity prices etc. Thus, even if the global economy starts to recover in 2021, the strength of the recovery is subject to a number of uncertainties.

On the domestic front, the Indian economy registered an expansion in the third and fourth quarters of the financial year (FY) 2020-21, after contracting during the first two quarters. This led to an overall contraction in GDP by 7.3% during FY 2020-21, as per the latest estimates by the Central Statistical Organization (CSO). In FY 2021-22, India's GDP is expected to grow by about 9.5%, according to the estimates released by the Reserve Bank of India (RBI) in its Monetary Policy Statement of June 4, 2021. The growth is expected to be associated with rapid adoption of COVID-19 compatible occupational models in many sectors, resumed domestic and export demand, strong rural growth from a normal monsoon, rapid vaccination and supportive fiscal and monetary policies. However, the downside risks such as rising crude oil prices contributing to inflationary pressures, mutating and new strains of the virus leading to new waves of infections, spread of the pandemic in rural areas and tardy progress or uncertainty over vaccination remain causes for concern in achieving the expected growth.

Global and Indian Economy:

The world economy is on recovery with signs of a rebound in goods trade and industrial production. With vaccine-driven recovery, massive liquidity injections, unprecedented fiscal support – primarily by the United States and with more in the pipeline, it is expected that it would continue to lift economic activity across the world.

Undoubtedly, the devastating pandemic pushed the world economy into its deepest-ever recession last year. Inflation has inched up in some advanced nations on pent-up demand, spurred by the reopening of economies.

Industrial production has rebounded in most countries, firming up commodity prices and international trade. Besides, the major central banks are not expected to start winding down their asset purchases programme this year, thus there will be no concern for liquidity.

However, the task for monetary policymakers this year will be to separate phantom inflation from underlying wage and price pressures.

The US and China are shaping up to be the main drivers of global growth in 2021. Household consumption and business investment have surged in both economies, along with measures of

private sector confidence. Back at home, India can again reclaim the position of the fastest growing economy in the world in FY 2021-22, a report by The Organization for Economic Co-operation and Development (OECD) said.

The global economic growth is becoming more and more dependent upon Asia growth, in which India is playing an increasingly more important role. With large government stimulus and the ongoing vaccination drive, it is expected that economic activity will continue its recovery and rebound strongly in the current fiscal year with an uptick in domestic demand.

The government's boost to public investment through its infrastructure push, incentives for manufacturing, and continued support to boost rural incomes will support India's accelerated recovery.

However, the emergence of yet more contagious COVID-19 variants with the potential to evade vaccine-derived immunity presents a major risk to this recovery.

Recently RBI has said that the resurgence in Covid-19, if not contained in time, risks protracted restrictions and disruptions in supply chains with consequent inflationary pressure. Meanwhile, the commitment of the RBI at home to continue with the accommodative stance as long as necessary to sustain growth on a durable basis will lower borrowing costs, ease financial conditions and keep liquidity supportive for credit offtake.

The government's push to the manufacturing sector through the production-linked incentive scheme will expand domestic production and help integrate domestic manufacturing with global supply chain.

Thus India is better poised with a reasonable uptick in growth and will continue to attract the foreign players. International Monetary Fund (IMF) has raised its growth forecast for Indian economy by 100 basis points to 12.5 per cent for fiscal year 2021-22. As per IMF, India is the only country expected to register a double-digit growth this fiscal. Among emerging markets and developing economies, China is projected to grow this year at 8.4 per cent.

Indian Economy Overview

The Indian economy contracted by 8.0% in FY 2020-21 as against 4.0% growth recorded in FY 2019-20, marking a recession for the first time since 1980 as per the IMF World Economic Outlook in April 2021. Overall economic slowdown, led by the COVID-19 onset followed by stringent lockdowns severely impacted economic activity, bringing manufacturing and trading activities to a halt. Prolonged lockdown exacerbated existing vulnerabilities of the country including the weakened financial sector, private investments, and consumption demand.

The Government announced a special comprehensive package of 20 trillion, equivalent to 10% of India's GDP under the 'Self-Reliant India' movement to revive the country's economic activity.

To promote greater participation by FPIs (Foreign Portfolio Investment), the Government proposes to increase the investment limit for FPI to 15% (currently 9%) of the outstanding stock of corporate bonds.

The Government also offered certain specified categories of investment in Government securities to be fully opened for NR (Non-Resident) investors.

Key policy announcements of the Union Budget 2020-21 include:

- A new Debt-ETF (Exchange Traded Fund) consisting primarily of Government securities to be floated, given its recent experience of floating debt-based ETF.
- It proposed to exempt the stamp duty chargeable in respect of the instruments of transaction in stock exchanges and depositories established in any IFSC. This amendment is proposed to attract foreign investors to invest in Indian companies through IFSC and to provide an operational tool to the Central Government, including SEBI and RBI, for effective implementation. The amendment shall be effective from April 1, 2020.
- Liquidity measures to banking and financial institutions and micro, small, and medium enterprises (MSMEs) to boost credit growth.
- To improve overall transport infrastructure such as railways, inland waterways, roads, highways and airports and provide an impetus to connectivity while bridging the gap between remote and urban areas.
- Collateral-free loan for businesses. As per the FY 2020-21 Budget, fiscal deficit is expected to be 3.8% of GDP in FY 2019-20 and 3.5% in FY 2020-21. This is higher than the 3.3% and 3% envisaged for FY 2019-20 and FY 2020-21, respectively, in the FY 2020-21 Budget.

The Reserve Bank of India (RBI) continued with the accommodative monetary stance by bringing the key repo rate and reverse repo rate to 4% and 3.35% respectively to provide monetary stimulus and trigger economic growth back to the earlier trajectory.

The fiscal and monetary stimulus provided by the Government and RBI would assist greatly in the recovery of the economy from the challenges posed in early FY 2020- 21.

The Government's thrust on reviving the manufacturing and infrastructure sector, and the country's increasing Prominence in the global supply chain will augur well for the Company.

Further, the roll-out of the vaccination drive has commenced in India. However, the second wave of COVID-19 in April 2021 is seen as posing risks to economic recovery, with Care Ratings revising its forecast for GDP growth to 10.2% in FY 2021-22 from an earlier projection of 10.7-10.9%.

In the COVID-led Financial Year 2020-21, Central Statistical Organization (CSO), in its third advanced estimates, projects India's annual Gross Domestic Product (GDP) to contract by 7.3%. Considering the sector-wise growth, while the output for all the sectors declined over the previous year (except agriculture), construction and trade/hotels have been more severely hit and have seen a sharper decline in output.

In the first half of the Financial Year 2020-21, demand was lower across sectors due to lockdown and the supply of goods and services was disrupted mainly due to the non-availability of labour and logistics constraints. However, the gradual opening of the economy from October 2020, resulted in a faster than-expected recovery in the second half of the Financial Year 2020-21. Leading indicators of pick-up.

Multiple measures and much-needed financial support provided by the Government under the Atmanirbhar Bharat Mission also cushioned economic growth.

Further, India continued to be a preferred destination for investments by global investors and was one of the few countries to receive high inflows in the Financial Year 2020-21.

As we enter the Financial Year 2021-22, the second wave of COVID-19 is more severe and is leading to a high degree of uncertainty. However, economists believe that as India's COVID-19 vaccination program gathers traction, economic activities will normalize in the coming months.

Indian and international agencies expect India's real GDP growth to be in the range of 7.5%-9.5% and the growth will be supported by the pick-up in consumption, increase in investments, and revival.

Socio-Economic Environment

The rapidly worsening economic outlook and deterioration of the risk sentiment have prompted a series of government initiatives across the world. Further, central banks across the world have responded synchronously effecting sharp cuts in policy interest rates, boosting liquidity and undertaking large asset purchase programs to help stimulate economic activity and alleviate tight financial conditions. Major economies across the world have announced stimulus packages in the range of 10% to 15% of their respective GDPs.

The Government of India responded proactively by announcing a lockdown towards to flatten the pandemic curve. While this was required to protect lives at that stage, the Government has thereafter taken steps to support livelihoods.

The COVID-19 pandemic has unleashed unprecedented disruption to human life and economic activity. The Government has responded swiftly to the pandemic in announcing a package of over ` 20 lakh crores largely in the form of liquidity boosting measures. ` 1.5 lakh crores representing direct cash transfers and subsidies.

Several initiatives to support the Micro, Small and Medium Enterprises (MSME) sector and a slew of Agri-reforms have also been announced recently which augur well for the long-term prospects of the Indian economy.

Further to the 'Make in India' programme announced earlier, the Hon'ble Prime Minister has made a clarion call to achieve self-reliance through the 'Atmanirbhar Bharat' programme, which seeks to make India an even stronger, more competitive and resilient economy. In retrospect, 2019-20 turned out to be one of the most challenging years for the Indian economy

Global Commodity Markets

Global commodity prices witnessed mixed trends across different segments during 2020 and the first quarter of 2021. As per data released by the World Bank in its *Commodity Market Outlook* (April 2021), prices of energy commodities recorded a steep fall in 2020 as average prices of crude oil and natural gas fell by over 32% and 26% respectively in 2020 over 2019, due to the pandemic-induced lockdown.

Energy prices, however, recovered significantly with resumption of economic activity in the first quarter of CY 2021 with a year-on-year (Y-o-Y) growth of about 21% and 77% in Crude Oil and Natural Gas prices respectively, on an average.

Base metals prices continued the falling trend for the second year in CY 2020 with about 5% fall, but recovered sharply by about 34% on average Y-o-Y during January-March 2021

In contrast, global prices of precious metals rose by about 27% in CY 2020 over CY 2019 on average and continued to gain in the first quarter of CY 2021. Prices of agricultural commodities as a whole gained moderately during CY 2020, dominated by grains, vegetable oils, sugar etc., though prices of cotton and livestock products witnessed a fall during the year. Nevertheless, in the first quarter of CY 2021, prices of all agricultural commodities increased at an average rate of about 20%, compared to the same quarter in the previous year, as per World Bank estimates.

Trading interest in global commodity derivatives markets remained largely resilient to the prevailing pandemic conditions. The markets witnessed an accelerated growth in CY 2020, notwithstanding the initial disruptions following the lockdown.

According to data released by the Futures Industry Association (FIA), aggregate volume of exchange-traded commodity derivatives rose by about 33% to 9.58 billion contracts in CY 2020. The growth was contributed by almost all commodity segments, except non-precious metals. Volumes of derivatives in precious metals grew by 69% in CY 2020, compared to 83% recorded in the previous year, by the number of contracts traded during the year. On the other hand, derivatives in agricultural and energy commodities registered growth rates of 45% and 24% respectively in CY 2020, compared to 19% and 14% growth witnessed in CY 2019, respectively. However, volumes in non-precious metals continued to fall in 2020.

As against a fall of 5% witnessed in this segment in CY 2019, their volumes fell by 0.4% in CY 2020. Chart 1 shows the Y-o-Y growth in volumes traded in different commodity segments.

Performance of Domestic Commodity Markets in FY 2020-21

Indian commodity derivatives markets, in contrast with global markets, registered little change in trading activity during FY 2020-21, with the total value of commodity derivatives traded across all exchanges at 92.23 lakh crore.

In the Futures segment, the Average Daily Turnover (ADT) clocked by all exchanges together decreased by about 5% to ₹ 32,897 crore during the FY 2020-21 from ₹ 34,624 crore during FY 2019-20. Further, in terms of volumes of contracts traded, the Indian commodity futures market shrank by about 45% to 21.55 crore contracts in 2020-21 compared to 38.87 crore in the previous year. Unlike volumes of commodity futures traded in global markets, Indian commodity futures witnessed a steep reduction in volumes across all the segments, predominantly in energy and base metal segments.

Trading in Options on Futures contracts declined by about 17%, with notional ADT falling to 935 crore in FY 2020-21 as compared to 1,131 crore in the year before.

Financial services industry:

India has a diversified financial sector undergoing rapid expansion, both in terms of strong growth of existing

Financial services firms and new entities entering the market.

The sector comprises:

1. Commercial banks
2. Insurance companies
3. Non-banking financial companies
4. Co-operatives, pension funds
5. Mutual funds and
6. Other smaller financial entities

The Government has initiated various policies and schemes that are favourable for the growth of the financial service sector.

The Government and RBI combined have launched the Credit Guarantee Fund Scheme for MSMEs by issuing Guideline to banks regarding collateral requirements. It also introduced measures for setting up a Micro Units Development and Refinance Agency (MUDRA).

The Government has also eased the Initial Public Offer (IPO) process to allow Qualified Foreign Investors (QFI) to access Indian Bond markets.

The Government in the current budget increased FDI limit in insurance to 74% from 49%. The hike in the FDI limit in the insurance sector will boost insurers to raise additional funds and tide over the financial problems. The relaxation of foreign investment rules has witnessed a positive response from the insurance sector, with a large number of companies announcing plans to increase their stakes in joint ventures with Indian companies.

Rising incomes are driving the demand for financial services across income brackets. This change will come from economic and government policies, from innovation, operational restructuring, and technology and from continued growth of the shadow banking system. With a combined push by Government and private sector, India's future seems to be vibrant in capital markets. India is expected to be the fourth largest private wealth market globally by 2028.

Growth of Fin-Tech Companies- Digitisation of Finance Industry:

The rise of Fin-tech companies and solutions over the years has led to a completely new and transformed financial services platform. India's Fin-tech industry has over 2,100 Fin-techs of which 67% was elevated in the last 5 years making an estimated valuation of around USD 50-60 million. (Source: Boston Consulting Group and FICCI).

Larger corporations are increasingly recognising the need for software solutions and are turning to fin-tech to increase and improve their financial service offerings. Fin-tech is also finding its way into applying for mortgages and even purchasing insurance, thereby giving consumers a lot of new options.

The rise of Fin-tech has significantly helped in growing India's wealth through automation, Block Chain Technologies, data science and artificial intelligence (AI). These platforms not only offer end-to-end guidance but also resolve queries and promote financial literacy.

The Financial Services industry in India is evolving rapidly. Digitisation has helped in tapping a worldwide database of customers, thereby making way for various opportunities. Open banking has enabled systems to quickly and seamlessly integrate with new platforms and applications.

Physical banks and paper systems are quickly being replaced by robust networked digital ecosystems. The Government is playing a pivotal role in promoting digitisation of financial systems and reducing cash transactions in the economy. It has helped in changing consumer focus towards digital alternatives for financial transactions and services. Various government initiatives, such as Jan Dhan Yojana which is enabling bank accounts for all, has helped to considerably improve rural access to financial markets.

The advent of UPI and Aadhaar has given an edge to the functioning of Fin-tech companies in enhancing financial inclusions.

These developments, together with affirmative investor sentiments, augur well for the continued growth of the Indian Financial Services industry. India's financial technology companies are in the process of becoming three times as valuable in the next five years, reaching a valuation of USD 150-160 billion by 2025, according to the Boston Consulting Group (BCG) and FICCI report.

COVID-19. Its guidelines on seamless and paperless customer on-boarding procedures have played a big role in Retail participation in the capital market.

Growth Drivers of Indian Financial Services Industry

Growing Demand

- Financial services across income group is driven by rising income
- Indian Insurance sector may witness a growth by USD 1 trillion by 2025
- India's large and increasingly affluent millennial generation provides considerable growth opportunity for the financial services businesses in the country

Innovation

- Emerging digital gold investment options
- Govt. measures to make a 60,000 million (USD 815 million) equity investment in the debt platform of the National Investment and Infrastructure Fund (NIIF) for infra debt financing

Policy Support

- International Financial Services Centres Authority (Banking) Regulations, 2020 will play a pivotal role in helping the sector to grow

Growing Penetration

- There is a growing penetration for credit, insurance and investment in rural areas
- Larger participation by HNWI is observed in wealth management

Rise of Digital Industry

Over the last five years, we have witnessed significant shift in the way services were offered and consumed in India, The availability of abundant and affordable data packages coupled with low priced smartphones led to this massive change in India, over this period, saw an explosion in internet penetration and consumption, Digital first became a norm for some industries.

Today, extensive use of Artificial Intelligence and Machine Learning capabilities are imperative to create a vital Differentiator across the entire value chain of the business.

Digital Trading Platforms are stealing the plot

Technology continues to play a pivotal role in taking the broking sector to the next level, by expanding footprints even in smaller locations across the country.

Tech-savvy millennial increasingly demand do-it yourself trading platforms. The evolution of technology such as machine learning, artificial intelligence have helped Fin-tech Industry penetrate their target customer segment faster.

Digital journeys, mobile-based trading and robot-advisory have resulted in enhanced user experience. Digitalisation is helping them improve efficiency at optimised cost.

The penetration of internet trading has been deepening, with the number of active registered subscribers seeing a significant increase.

Internet based trading in FY 2020- 21 strengthened across all segments, largely led by increased retail participation.

Booming UPI transactions

Digital wallets have had a phenomenal influence on the way Indian consumers are transacting through their mobiles. Unified Payments Interface (UPI) of the Government's National Payments Corporation of India and these private payment apps have boosted the growth of digital payments in the country.

Increasing Internet Penetration

The Government's 'Digital India' initiative supported by Aadhaar and bank account penetration have led India to shift from being a cash-dominated economy to a digital one.

As a result, India's youth population have become technologically savvy and prefer to conduct most of their transactions digitally. India has around 700 million internet users and 658 million 4G data subscribers as of 2020.

The internet penetration is expected to reach 1,100 million by 2023 covering 75 Percent of the population. The time spent on internet by Indians every day averaged at 6 hours 30 minutes in 2020.

SEGMENT-WISE/PRODUCT-WISE PERFORMANCE & DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE & DETAILS OF SIGNIFICANT CHANGES & CHANGE IN RETURN ON NET WORTH IN FY 2020-21:

For the financial year ended March 31, 2021, your Company had reported total income of ₹. 9,97,14,531.00 as against ₹.31,873,963.00 during the previous financial year. The Company incurred a Net Loss of ₹. 77,26,474 .00 as against Net Loss of ₹. 51,933,617.00 during the previous financial year.

During the year under review the Hon'ble NCLT, Hyderabad branch passed an order vide dated 05th January, 2021 with respect to a Scheme of Arrangement between the company (Spacenet Enterprises India Limited "Transferee company") and Kling Enterprises India Limited (Transferor company) with their respective shareholders and creditors for the transfer of commodity trading division of transferor company to the Company under Section 230 (3) of the Companies Act, 2013, while preparing the while preparing the financial statements for the financial year ending 31st March, 2021 the assets of the transferor company division taken in to Consideration as per the accounting standards.

Accordingly During the year under review the company has allotted Equity shares of 10,91,39,784 Equity shares of ₹.1/- each fully paid up to the shareholders of KLING ENTERPRISES INDIA LIMITED. Post the aforesaid allotment, the Issued, Subscribed and Paid-up Share Capital of the Company has been increased from 49018590 Equity Shares of ₹.1/- each fully paid-up to 15,81,58,374 Equity Shares of ₹.1/- each fully paid-up.

During the FY 2019-20 the net worth of the company is ₹.1, 557.83 lakhs and during the FY 2020-21 is ₹. 369.36 lakhs.

SPACENET OUTLOOK:

The broad outlook for your Company in the near to medium term is discussed below:

Your Company is ready to reap all expansion opportunities by way of expanding its products basket, facilitating entry of new participants and developing partnerships in existing and new areas

A large and growing pool of young, technology savvy digital natives, fully understand the benefits of such asset diversification.

For successful full-scale financial inclusion, large scale equity penetration is imperative. A fledging internet network across Tier II, III and beyond cities coupled with low inflation and interest rate scenario, makes investments in equities as one of the most attractive asset classes.

Extensive use of technology, led by Artificial Intelligence (AI) and Machine Learning, to further optimise processes and introduce newer products focusing on improving client journeys should enable the Company to garner higher Market share across parameters.

Your company is focussing to Build, Invest, Support, Unlock the value of block chain companies powering Trade-Fi, De-Fi, Liquidity AMM's, MMO Games, DEX (Decentralised Exchange), Yield Farming. Your company set a Mission to accelerate the ecosystem of Fin-Tech powered by Block Chain Enterprises and Empowering Decentralised Financing

Trade-fi solutions includes:

- Focusing to build block chain powered trade finance commodity trade finance solutions
- Leverage the technology and specialist approach in structured trade and commodity market.
- work with all Global/Domestic factoring limits
- work with all major trade insurers to Hedge risk
- cover Fx Risk, we arrange Import/Export supply chain finance
- Buyers Credit/Suppliers Credit from major Banks
- Low cost Hedging solutions (Zero cost collars, Risk reversal, Seagulls).
- Complete Supply chain cycle we are sector Agnostic.

Engines of Growth

De-Fi dapps (decentralized applications):

Company Belief: De-Fi will replace 90 trillion dollars incumbent banking infra by next decade.

- To Build Subsidiaries, Co-invest, Incubate.
- To concentrate focus is a winning strategy.
- To build block chain services to fill important gaps.

Your Company will Invest, Co-invest, Provide Technology, Automated Market Making (AMM), Liquidity Mining, Acquire and Operate Fin-tech, Block Chain business across the globe

Your company is currently focusing to Co-invest/incubate

1. Trade Receivables Discounting System (TReDS) & Bill discounting platform
2. Crypto Exchange DEX (Decentralised Exchange)
3. Crypto Mining (Proof of Work/Proof of Stake)
4. Liquidity/AMM Mining
5. Yield Farming
6. Gold & Bullion Manufacturing & Trading

OPPORTUNITIES AND THREATS.

Opportunities

Our Company explores all opportunities to ensure continuous growth and inclusion of maximum stakeholders in the market it serves. Many of the opportunities arise as a result of Technology growth to the company. As the company is focusing and adopting emerging Technology viz, Crypto Exchange DEX, Crypto Mining, Block chain Technology, Fin-tech, Trade-Tech, Trade Receivables Discounting System etc which provide massive opportunities to grow in Domestic and Global Industry.

Threats

Impact from COVID-19 Pandemic

Your company has laid down Standard Operating Procedures (SOP) for COVID-19 appropriate behaviour at office, as well as at home, adhering to guidelines released by the Ministry of Health & Family Welfare, Government of India. Nevertheless,

With the continued spread of the virus and with emergence of new and mutant strains, the threat may prevail for a longer time than initially envisaged.

The Company has considered the possible effects that may result from the pandemic relating to Covid-19 in the preparation of these standalone financial statements including the recoverability of carrying amounts of financial and non-financial assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company has, at the date of approval of financial statements, used internal and external sources of information including credit reports and related information and economic forecasts and expects that the carrying amount of these assets will be recovered.

The Company has considered internal and external sources of information up to date of approval of financial statements in evaluating possible effects that may result from the pandemic relating to Covid-19 on the carrying amounts of trade.

The impact of COVID-19 on the Company is being closely reviewed with the Management by the Board from Time to time

Cybersecurity threats

Cybersecurity threat is becoming more and more critical with technological advancements and new strategies to exploit any vulnerabilities in the cybersecurity.

In view of such threats, company is continuously monitoring, evaluating and implementing various security solutions for early identification, detection, quick protection, response and recovery from all such cyber-attacks.

Constant enhancement in the Cyber Security Framework and Information Security Management System has been your Company's top priority.

RISKS AND CONCERNS

Your Company's business performance and financial position depends on various internal and external factors, some of which may give rise to risks and concerns.

Business Risks: *Negative impact on revenue from fall in commodity prices*

Macro-economic Trends and Risk: Macro-economic conditions in domestic, as well as, global economy in terms of growth, production and consumption activities have significant impact on commodity derivatives markets and consequently on your Company's growth.

Financial Risk-Imposition or enhancement of statutory costs: Any new tax or increase in a tax like CTT or a new statutory levy may dampen volumes, thereby impacting your Company's profitability. An unexpected tax demand or levy of a fee/ fine may also, likewise, affect your Company's profitability.

Regulatory Risk-Impact on volumes from tighter risk management norms: The high volatility in commodity prices during FY 2020-21 led to regulatory measures to enhance the risk management framework.

Adverse regulatory and policy decisions: All aspects of your Company's operations are subject to regulatory oversights. Changes in Laws, Regulations, Taxation etc., or new Rules, Regulations or Policies may necessitate the Company to allocate more resources for compliance, which may increase operational expenses. This may impede the Company's ability to operate and grow its business.

Risk Mitigation Plan:

Your Company regularly reviews the risks it faces and takes appropriate action to minimize the likelihood of such occurrences or their impact.

As a part of the risk mitigation and containment plan for avoiding business disruption, your Company has focused on strengthening its core technology

Strategy:

Your Company constantly looks for new product innovation and development, and offers state of the art services to all its stakeholders. Your Company will continue to make relentless efforts in tapping the opportunities unfolding in India's commodity market and emerging technology developments.

Focus on strengthening technical capabilities:

Your Company is investing in innovation, next generation Electronic platforms, building in-house solutions to be agile and self-reliant to meet the growing demands of all the stakeholders. For this, the Company is adopting new technologies for applications, solutions, reporting and analytics and Your Company remains committed to strengthening its processes and creating products and systems to continuously serve its stakeholders, while also expanding the universe of stakeholders.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Board has put in place various measures to ensure that the internal control mechanisms are adequate and are effective. The Board has also put in place state-of-the-art technology and has automated most of the key areas of operations and processes, to minimize human intervention.

The design, implementation and maintenance of adequate internal financial controls are such that they operate effectively and ensure accuracy and completeness of the accounting records.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES:

Your Company continues to attract, retain and nurture talented workforce in its endeavour to be an employer of choice. Cultural integration being an integral part of management philosophy.

Your Company believes that employees form an integral part of the organization for sustained growth and strive to create a work environment that fosters high performance culture. In today's competitive world, equity based compensation is considered to be an integral part of employee compensation Across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plan.

Your Company fully recognizes the same and therefore wants its employees to participate and share the fruits of growth and prosperity along with the Company and intends to reward, attract, motivate and retain employees and Senior management of the Company for their high level of individual performance and for their efforts to improve the financial performance of the Company

with the objective of achieving sustained growth of the Company and creation of shareholders value by aligning the interests of the eligible employees with the long-term interests of the Company.

With the above objective, the Board of Directors of your Company proposed to implement

“SPACENET Employee Stock Option Scheme 2021”

Under “SPACENET Employee Stock Option Scheme 2021” the eligible employees shall be granted employee Stock Options in the form of Options which will be exercisable into equity shares of the Company.

Your Company believes in the safeguarding health of the employees and hence during the COVID-19 Pandemic last year, your company took a health insurance policy for the employees in case they undergo hospitalisation. Also Work from home option was given to employees whenever necessary

CAUTIONARY STATEMENT

In this annual report some future developments which are expected to be implemented have been given. This has been done with a view to help investors better understand the Company's future prospects and make informed decisions while interacting with the Exchange. This annual report and other written and oral statements made from time to time may contain such forward looking statements based on management's current plans and assumptions. It cannot be guaranteed that any forward-looking statement will be realised, although, we believe, we have been prudent in our plans and assumptions. Achievement of future results is subject to risks, uncertainties and inaccurate assumptions. Should 'known' or 'unknown' risks or uncertainties materialise, or should the underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Investors should bear this in mind when they consider forward-looking statements. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

For Specenet Enterprises India Limited

Sd/-

Satya Srikanth Karaturi

Director

(DIN: 07733024)

Date:27-08- 2021

Place: Hyderabad

Sd/-

Dasigi Venkata Surya Prakash Rao

Director

(DIN: 03013165)

Annexure-IV
FORM MGT - 9

EXTRACT OF ANNUAL RETURN

As on Financial Year ended on 31-03-2021

(Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014)

I. REGISTRATION AND OTHER DETAILS:

I	CIN	L72200TG2010PLC068624
ii	Registration Date	28-05-2010
iii	Name of the Company	SPACENET ENTERPRISES INDIA LIMITED
Iv	Category/Sub-category of the Company	Commodity Trading
V	Address of the Registered office & contact details	Royal Pavilion Apartment, H.No. 6-3-787, Flat No. 1003, Block - A, Ameerpet, Hyderabad - 500016, Telangana, India. w.e.f: 13-08-2021# Plot No.114, Survey No.66/2, Street No.03, Raidurgam, Prasanth Hills, Gachibowli, Nav Khalsa Serilingampally, Ranga Reddy, Hyderabad- 500008, Telangana, India. Tel: 040 48579444, 040 48578444 E-mail: cs@spacenetent.com Web: http://spacenetent.com/ Tel: 040 48579444, 040 48578444,
Vi	Whether listed company	Yes. Listed on National Stock Exchange of India Limited (NSE)
Vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	CIL Securities Limited 214, Raghava Ratna Towers, Chirag Ali Lane, Hyderabad - 500 001. Phone: +91 040-2320 3155 E-mail: rta@cilsecurities.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated.

Sl. No.	Name and Description of main products/services	NIC Code of the Product/service	% total turnover of the company
1.	Commodity Trading	6612	100

PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

Sl. No.	Name and Address of the Company	CIN/GLN	Holding /Subsidiary /Associate	% of shares held	Applicable Section
1.	Nil	Nil	Nil	Nil	Nil

III. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)
(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2020)				No. of Shares held at the end of the year (31.03.2021)				% Change during the year #
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
1) Indian									
a) Individual/HUF	9305050	-	9305050	18.98	90773223	-	90773223	57.39	38.41
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Others	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	9305050	-	9305050	18.98	90773223	-	90773223	57.39	38.41
(2) Foreign									
a) NRI - Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	9305050	-	9305050	18.98	90773223	-	90773223	57.39	38.41
Total shareholding of Promoter (A) = (A)(1)+(A) (2)	9305050	-	9305050	18.98	90773223	-	90773223	57.39	38.41
B. PUBLIC SHAREHOLDING									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-

c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs Albula Investment Fund Limited	2832492	-	2832492	5.78	2832492	-	2832492	1.79	3.99
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	2832492	-	2832492	5.78	2832492	-	2832492	1.79	3.99
2. Non-Institutions									
a) Bodies Corp									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	31508273	26061	31534334	64.33	59374750	26061	59400811	37.56	26.77
i) Individual shareholders holding nominal share capital up-to ₹. 1 lakh	21134508	26061	21160569	13.38	20973204	26061	20999265	13.28	0.1
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	10373765	-	10373765	6.56	38401546	-	38401546	24.28	17.72
c) Others (specify)	5346714	-	5346714	10.91	5151848	-	5151848	3.26	7.65
i) Body Corporate	4825361	-	4825361	9.84	4643336	-	4643336	2.94	6.9
ii) Non Resident Indian (NRI)	504937	-	504937	1.03	504747	-	504747	0.32	0.71

iii) Clearing Members	16416	-	16416	0.03	3765	-	3765	0	0.03
Sub-total (B)(2):-	36854987	26061	36881048	75.24	64526598	26061	64552659	40.82	34.42
Total Public Shareholding (B)=(B)(1)+(B)(2)	39687479	26061	39713540	81.02	67359090	26061	67385151	42.61	38.41
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	48992529	26061	49018590	100	158132313	26061	158158374	100	-

* # During the FY 2020-21 under review 109139784 Equity shares of ₹.01/- each are Allotted by the company on 05-02-2021 pursuant to the scheme of Arrangement between Kling Enterprises India Limited (Transferor Company) and Spacenet Enterprises India Limited (Transferee Company) vide NCLT Order Approval dated 05-01-2021 hence number of shares and % of shareholding has been changed Accordingly.

ii. Shareholding of Promoters

	Shareholder's Name	Shareholding at the beginning of the year (01.04.2020)			Shareholding at the end of the year (31.03.2021)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	Meenavalli Venkata Srinivas	-	-	-	-	-	-	-
2	Meenavalli Usha Rani	6480946	13.22	-	87949119	55.61	-	42.39
3	Uma Kuna Reddy	2668852	5.44	-	2668852	1.69	-	3.75
4	Meenavalli Krishna Mohan	80786	0.16	-	80786	0.05	-	0.11
5	M V Laxmi	74466	0.15	-	74466	0.05	-	0.10
	Total	9305050	18.98		90773223	57.39		38.41

iii. Change in Promoters' Shareholding (please specify, if there is no change):

	Shareholder	Shareholding at the beginning of the year (01.04.2020)		Change in Shareholding During the year (No. Of Shares)		Shareholding at the end of the year (31.03.2021)	
		No.of shares	% of total shares of the company	Increase	Decrease	No. of shares	% of total shares of the company #
1	Meenavalli Venkata Srinivas	0	0	0	0	0	0
2	Meenavalli Usha Rani	6480946	13.22	*81468173	--	87949119	55.61
3	Meenavalli Krishna Mohan	80786	0.16	--	--	80786	0.05
4	Uma Kunareddy	2668852	5.44	---	--	2668852	1.69
5	M V Laxmi	74466	0.15	----	---	74466	0.05

* # During the FY 2020-21 under review 109139784 Equity shares of ₹.01/- each are Allotted by the company on 05-02-2021 pursuant to the scheme of Arrangement between Kling Enterprises India Limited (Transferor Company) and Spacenet Enterprises India Limited (Transferee Company) vide NCLT Order Approval dated 05-01-2021 hence number of shares and % of shareholding has been changed Accordingly.

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

	Shareholder Name	Shareholding at the beginning of the year (01.04.2020)		Change in Shareholding During the year (No. Of Shares)		Shareholding at the end of the year (31.03.2021)	
		No. of shares	% of total shares	Increase #	Decrease	No. of shares	% of total shares #
1	Satvika Nanduri	3000	0.01%	7483870	-	7486870	4.73
2	Nanduri Kalyana Sahithi	24466	0.05%	5258978	-	5283444	3.34
3	Umakumari Nanduri	NIL	-	21070-Buy 2993548 Allottment	-	3014618	1.91
4	Albula Investment Fund Ltd	2832492	5.78%	-	-	2832492	1.79

5	Barret Commodity Traders Pvt Ltd	2458095	5.01%	95521-Buy	-	2553616	1.61
6	Srinivas Naidu Kundavarapu	NIL	-	2182795-Allotment	-	2182795	1.38
7	Sambasiva Rao Nanduri	NIL	-	1995698-Allotment	-	1995698	1.26
8	Sneha Sai Ratakonda	390858	0.80%	1247311-Allotment		1638169	1.04
9	P Murali Krishnam Raju	610	0	1559139-Allotment		1559749	0.99
10	Ratakonda Anuradha	53117	0.11%	1247311-Allotment		1300428	0.82

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v. Shareholding of Directors and Key Managerial Personnel (KMP):

	Name of the Directors and KMP	Shareholding at the beginning of the year (01.04.2020)		Change in Shareholding During the year (No. Of Shares)		Shareholding at the end of the year (31.03.2021)	
		No.of shares	% of total shares	Increase #	Decrease	No. of shares	% of total shares
1.	Srinivasa Rao Tatipaka (w.e.f. 03-09-2020)	1600	0	100-Buy	-	1700	0
2	D.V Surya Prakash Rao	357754	0.73	5000-Buy 12-Allotment **		407766	0.26
3	Satya Srikanth Karaturi	3,483	0	-	-	3483	0
4	chukka siva satya srinivas	NIL	-	-	-	NIL	-
5	Goutham Jupally (upto 03-09-2020)	102	0	-	-	102	0
6	Kakkerla Sri Krishna (upto 10-12-2020)	NIL	-	-	-	NIL	-
7	K. V. Kali Kanaka Durga	NIL	-	142081-Buy		142081	0.09
8	Suresh Tammineedi (w.e.f. 03-09-2020)	201983	0.41	160589-Allotment		362572	0.23
9	CS Chowda Reddy (KMP) (w.e.f. 03-09-2020)	NIL	-	-	-	NIL	-

10	CS Anshul Gupta (KMP) (upto 03-09-2020)	NIL	-	-	-	NIL	-
11	CS Kiran Koduri (KMP) (upto 30-05-2020)	24217	0.05	623655- Allotment		647872	0.41

* # During the FY 2020-21 under review 109139784 Equity shares of ₹.01/- each are Allotted by the company on 05-02-2021 pursuant to the scheme of Arrangement between Kling Enterprises India Limited (Transferor Company) and Spacenet Enterprises India Limited (Transferee Company) vide NCLT Order Approval dated 05-01-2021 hence number of shares and % of shareholding has been changed Accordingly.

** Holding of Aggregating 12 Equity shares of the company including all powers rights and Liabilities which are registered with Mr. D.V Surya Prakash Rao as registered owner in the capacity of Individual Trustee Appointed vide Board Resolution Dated 05-02-2021 and Pursuant to Scheme of Arrangement mentioned above-The company complied the all necessary compliances in this regard and informed to the Stock Exchange and Filed necessary E-form with the Registrar of Companies within the prescribed period as per provisions of Companies Act,2013..

V. INDEBTEDNESS:

Indebtedness of the Company Including Interest Outstanding / Accrued but Not Due for Payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
I. Principal Amount	0	15,24,17,181	0	15,24,17,181
Interest due but not paid	0	0	0	0
Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	15,24,17,181	0	15,24,17,181
Change in Indebtedness during the financial year				
Addition		8,11,94,139	0	8,11,94,139
Reduction		7,11,85,894	0	7,11,85,894
Net Change	-	1,00,08,245	0	1,00,08,245
Indebtedness at the end of the financial year				
i. Principal Amount		16,24,25,426	0	16,24,25,426
ii. Interest due but not paid		8,11,135	0	8,11,135
iii. Interest accrued but not due		0	0	0
Total (i+ii+iii)	-	16,32,36,561	0	16,32,36,561

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-Time Directors And /Or Manager:

Particulars of Remuneration	Name of MD/WTD/Manager			
	Srinivasa Rao Tatipaka	Suresh Tammineedi Executive Director	D.V.Surya Prakash Rao	Total Amount

		(Whole-Time Director) w.e.f. 03-09 -2020	w.e.f. 03-09 -2020	Executive Director	
1.	Gross salary	3,06,600	5,05,000	5,55,000	13,66,600
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
(c)	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total (A)	3,06,600	5,05,000	5,55,000	1366600
	Ceiling as per the Act				

Note:

- During the FY 2020-21 under review, Mr Goutham jupally Executive Director of the Company resigned from the office of Director with effect from 03rd September,2020 and Remuneration is being paid to him is : NIL
- During the FY 2020-21 under review, Mr. Kakkera Sri Krishna Whole-Time Director of the Company resigned from the office of Director with effect from 10th December, 2020 and Remuneration is being paid to him is : NIL

A. Remuneration to Other Directors:

	Particulars of Remuneration	Name of Directors			Total Amount
		Chukka Siva Satya Srinivas	Satya Srikanth Karaturi	K .V. Kali Kanaka Durga	
	Independent Directors				
	Fee for attending board & committee meetings	0	0	0	0
	Commission	0	0	0	0
	Others, please specify	0	0	0	0
	Total (I)	0	0	0	0

Other Non-Executive Directors	-	-	-	-
Fee for attending board committee meetings	-	-	-	-
Commission	-	-	-	-
Others, please specify	-	-	-	-
Total (2)	-	-	-	-
Total = (1 + 2)				

B. Remuneration to Key Managerial Personnel Other Than MD/ Manager/WTD

	Particulars of Remuneration	Key Managerial Personnel (KMP)				Total
		Company Secretary			CFO	
		M. Chowda Reddy w.e.f. 03-09-2020	Abhishek Mishra Up-to: 03-09-2020	Kiran Koduri Up-to: 30-05-2020	D.V Surya Prakash Rao	
1	Gross salary Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,56,900	55,001	1,30,000	-	6,41,901
	Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0	0
	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0	0
2	Stock Option	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0
4	Commission as % of profit Others, specify...	0	0	0	0	0
5.	Others, please specify	0	0	0	0	0
	Total	4,56,900	55,001	1,30,000	-	6,41,901

VI. PENALTIES/PUNISHMENT/COMPOUNDING OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment /Compounding fee imposed	Authority RD/NCLT /Court	Appeal made if any
A. COMPANY	-	-	-	-	-
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS	-	-	-	-	-
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS	-	-	-	-	-
IN DEFAULT	-	-	-	-	-
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For Specenet Enterprises India Limited

Sd/-

Satya Srikanth Karaturi
Director
(DIN: 07733024)

Sd/-

Dasigi Venkata Surya Prakash Rao
Director
(DIN: 03013165)

Date :27-08- 2021

Place: Hyderabad

Annexure-V
FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 for the Financial Year 2020-21)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

I. Details of contracts or arrangements or transactions not at Arm's length basis.: NIL

II. Details of contracts or arrangements or transactions at Arm's length basis.

Sr.No.	PARTICULARS	
1.	Name (s) of the related party	Nature of Relationship
	Barret Commodity Traders Private Limited	Common Directors
	Kling Enterprises India Limited	Common Directors
	Thalassa Enterprises India private limited (Previously Stampede Enterprises India Private Limited)	Common Directors
	Kling Trading India Private Limited	Common Promoter
	Usha Rani Meenavalli	Promoter
	Venkata Srinivas Meenavalli	Promoter
2	Nature of contracts/arrangements/transaction:	
	Unsecured loan Received Advance Received Advance Repaid Advance given Payment against purchases Purchases Sales Receivables against sales	Repayment of Unsecured loan Payment against sales Repayment of loan Unsecured loan payable Advance payable Trade payable Advance Receivable Trade Receivable
3	Duration of the contracts/arrangements/transaction:	
	Duration of contracts are in continuing and ongoing basis from financial year to financial year	
4	Salient terms of the contracts or arrangements or transaction including the value, if any:	
	As per Table-A	
5	Date of approval by the Board:	
	All the transaction were entered into on arm-length basis and in the ordinary course of business only hence Board Approval is Not Mandatory.	
6	Amount paid as advances, if any	
	As per Table-A	

TRANSACTIONS DURING THE FINANCIAL YEAR 2020-21
Table-A

Name of the Related party	Nature of Transactions	FY 2020- 21 (in ₹.)		FY 2019-20 (in ₹.)	
		Transactions	Balance Outstanding as on 31 st March 2021	Transactions	Balance Outstanding as on 31 st March 2020
Barret Commodity Traders Private Limited	Net of Advance given/ (Received)	(31,21,993)	-	4,93,270	31,21,993
	Trade receipts	(4,93,270)	-	-	-
	Trade receivable	4,16,70,919	4,11,77,649	-	-
	Purchases	-	-	12,04,200	-
	Paid against purchases	-	-	62,95,728	-
Venkata Srinivas Meenavalli	Nett of Unsecured loan repaid / (received)	1,29,30,920	5,53,45,480	-	6,82,76,400
	Services utilized	13,95,000	1,52,625	-	-
Kling Enterprises India Limited	Net of Advance given/ (Received)	4,12,336	-	-	-
	Sales	-	-	1,07,26,262	-
	Trade receipts	(21,10,000)	-	(42,77,700)	-
	Trade receivable	18,76,500	47,50,898	-	45,72,062
Thalassa Enterprises India Private Limited	Purchases	-	-	1,74,14,214	-
	Trade payable	92,66,089	35,74,125	45,74,000	1,28,40,214
Mrs Usha Rani Meenavalli	Nett of Unsecured loan received/repaid	1,53,00,000	4,36,80,000	5,89,80,000	5,89,80,000
	Services utilized	13,95,000	1,52,625	-	-
	Rent	12,00,000	-	-	-
Kling Trading India Private Limited	Nett of Unsecured loan repaid / (received)	1,00,00,000	3,51,60,781	14,65,000	2,51,60,781
	Advance given/(received)	6,82,202	6,82,202	-	-

For Specenet Enterprises India Limited
Sd/-
Dasigi Venkata Surya Prakash Rao
Director
(DIN: 03013165)
Sd/-
Satya Srikanth Karaturi
Director
(DIN: 07733024)
Date:27-08-2021
Place: Hyderabad

INDEPENDENT AUDITORS' REPORT

To
The Members of Spacenet Enterprises India Limited

Report on the Financial Statements

Opinion

We have audited the standalone Ind AS financial statements of Spacenet Enterprises India Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2021, the Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, loss, total comprehensive income, changes in equity and cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Emphasis of Matter

We draw attention to Note 3.15 of the financial statements, which describes the extent to which the COVID-19 Pandemic will impact the Company's results which depend on future developments that are highly uncertain. Our opinion is not modified in respect of this matter.

Key Audit Matters

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

Information Other than the Financial Statements and Audit Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management and Discussion Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate

Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

The comparative financial information of the Company for the year ended 31st March, 2021 included in these standalone Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with Companies (Accounting Standards) Rules, 2016 audited by us on which we had expressed an unmodified opinion vide our Audit Reports dated June 28, 2021, as adjusted for the differences in accounting principles adopted by the company on transition to the Ind AS, which have been audited by us.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

- i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the financial statements.
- ii. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- iii. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account maintained for the purpose or preparation of the financial statements.
- iv. In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- v. On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164(2) of the Act.
- vi. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- vii. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its managing director during the year is in accordance with the provisions of section 197 of the Act.
- viii. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, In our opinion and to the best of our information and according to the explanations given to us:

The Company has disclosed the impact of pending litigations on its financial position in its financial statements– Refer Note No 2.18 of the financial statements The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

For Gorantla & Co
Chartered Accountants
Firm Registration No: 016943S

Sd/-
Sriranga Gorantla
Partner
Membership No: 222450
UDIN: 21222450AAAJL3548

Place: Hyderabad
Date: 28-06-2021

Annexure A to Audit Report
ANNEXURE REFERRED TO IN OUR REPORT OF EVEN DATE TO THE MEMBERS OF SPACENET ENTERPRISES INDIA LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31st MARCH 2021

- I. The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.

As explained to us, the Company has a phased programme of verification of fixed assets once in 2 years which in our opinion is reasonable considering the size of the Company and nature of its fixed assets.

The Company does not have any immovable property. Therefore, paragraph 3(i)(c) of the Order is not applicable to the Company.

- II. The physical verification of inventory have been conducted at reasonable intervals by the Management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- III. The Company has not granted loans covered in the register maintained under Section 189 of the Companies Act, 2013
- IV. According to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act with respect to the loans, investments, guarantees and securities made as applicable.
- V. The Company has not accepted any deposits from the public, within the meaning of Section 73 to 76 or any other relevant provisions of the Act and Rules framed thereunder. We are informed that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or other tribunal.
- VI. According to the information and explanations given to us, in respect of the class of industry the company falls under, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act. Therefore, paragraph 3(vi) of the Order is not applicable to the Company.
- VII. According to the information and explanations given to us the Company is generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax , service tax, sales tax, value added tax, goods and services tax, cess and other statutory dues as applicable to the Company with the appropriate authorities. Further as explained, there are no undisputed statutory dues outstanding for more than six months as at 31st March 2021 from the date they became payable.

According to the information and explanations given to us and records of the Company examined by us, there are no dues of Income Tax, Wealth Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Services Tax, Excise Duty, Customs Duty and Cess which have not been deposited on account of any dispute except as stated below:

Name of the Statute	Nature of dues	Period to which the amount relates	Amount (₹.)	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	AY 2012-13	2,971,230	Deputy Commissioner of Income Tax
Income Tax Act, 1961	Income Tax	AY 2013-14	909,580	Deputy Commissioner of Income Tax
Income Tax Act, 1961	Income Tax	AY 2014-15	1,516,310	Income Tax Appellate Tribunal, Hyderabad

- VIII. According to the information and explanation given to us, the company has not defaulted in repayment of loans to banks. The Company has not taken any loans or borrowings from Government or financial institutions and did not have any dues to debenture holders during the year.

- IX. According to the information and explanations given to us, the Company has not raised moneys by way of rights issue during the year. We are informed that the Company has not raised any monies by way of initial public offer or further public or term loans during the year.
- X. According to the information and explanations given to us, and based on the audit procedures performed and the representations obtained from the management, we report that no fraud by the company or on the Company by its officers or employees, having a material misstatement on the financial statements has been noticed or reported during the period under audit.
- XI. According to the information and explanations given to us and based on verification of records, the managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Companies Act, 2013.
- XII. In our Opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, paragraph 3 (xii) of the order is not applicable to the Company.
- XIII. According to the information and explanation given to us and based on verification of the records and approvals of the Audit Committee, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable. The details of such related party transactions have been disclosed in the financial statements as required by Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.
- XIV. According to the information and explanations given to us and based on our examination of the records, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3 (xiv) of the Order is not applicable to the Company.
- XV. According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Therefore, paragraph 3(xv) of the Order is not applicable to the Company.
- XVI. According to the information and explanations given to us, the company is not required to be registered under Sec 45-IA of the Reserve Bank of India Act, 1934.

For Gorantla & Co
Chartered Accountants
Firm Registration No: 016943S

Sd/-
Sriranga Gorantla
Partner
Membership No: 222450
UDIN: 2122450AAAAJL3548

Place: Hyderabad
Date: 28-06-2021

Annexure B to Audit Report**ANNEXURE REFERRED TO IN OUR REPORT OF EVEN DATE TO THE MEMBERS OF SPACENET ENTERPRISES INDIA LIMITED ON THE STANDALONE ACCOUNTS FOR THE YEAR ENDED 31st MARCH 2021****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Spacenet Enterprises India Limited ("the Company") as of March 31st, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Audit's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.
Meaning of Internal Financial Controls over Financial Reporting

Meaning of internal financial control over financial reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Gorantla & Co

Chartered Accountants

Firm Registration No: 016943S

Sd/-

Sriranga Gorantla

Partner

Membership No: 222450

UDIN: 21222450AAAAJL3548

Place: Hyderabad

Date: 28-06-2021

BALANCE SHEET AS AT 31st MARCH, 2021

(All amounts in Indian rupees, except share data and where otherwise stated)

Particulars	Note No.	As at 31 March 2021	As at 31 March 2020
ASSETS			
Non-current Assets			
(a) Property, plant and equipment	2.1(i)	4,49,194	7,01,943
(b) Intangible assets	2.1(ii)	5,25,925	2,44,662
(c) Financial assets			
(i) Trade receivables	2.2	12,77,17,483	-
(ii) Other financial assets	2.3	34,785	3,31,934
(d) Deferred Tax Assets (Net)		1,30,794	-
(e) Other Non-Current Assets	2.4	3,75,059	2,71,577
Total Non-current Assets		12,92,33,240	15,50,116
Current Assets			
(a) Financial assets			
(i) Trade receivables	2.5	10,77,815	45,92,062
(ii) Cash and cash equivalents	2.6	42,13,038	7,04,280
(iii) Other financial assets	2.7	37,13,414	59,98,065
Total Current Assets		90,04,267	1,12,94,407
TOTAL ASSETS		13,82,37,507	1,28,44,523
EQUITY AND LIABILITIES			
(a) Share capital	2.8	15,81,58,374	49,018,590
(b) Other Equity	2.9	(19,50,94,178)	(20,48,02,059)
TOTAL EQUITY		(3,69,35,804)	(15,57,83,469)
LIABILITIES			
Non-current Liabilities			
(a) Financial Liabilities			
Borrowings	2.10	16,32,36,561	15,24,17,181
(b) Other non-current liabilities		-	-
Total Non-current Liabilities		16,32,36,561	15,24,17,181
Current liabilities			
(a) Financial liabilities			
Trade payables	2.11		
(a) Total outstanding dues of micro and small enterprises		35,74,125	1,28,40,214
(b) Total outstanding dues of creditors other than micro and small enterprises		7,44,188	-
(b) Provisions	2.12	1,08,267	1,77,453
(c) Other current liabilities	2.13	75,10,170	31,93,144
Total Current Liabilities		1,19,36,750	1,62,10,811
TOTAL EQUITY AND LIABILITIES		13,82,37,507	1,28,44,523
Significant accounting policies and Notes to accounts	1 & 2		

The notes referred to above form an integral part of financial statements

As per our report of even
date attached

For Gorantla & Co

Chartered Accountants

Firm Registration No. 016943S

Sd/-

Sriranga Gorantla

Partner

Membership No. 2222450

UDIN : 21222450AAAAJL3548

Place: Hyderabad

Date : 28 -06- 2021

Sd/-

M.Chowda Reddy

Company Secretary

ACS: 48009

Sd/-

K. Satya Srikanth

Director

DIN: 07733024

Sd/-

D.V. S. Prakash Rao

Director & CFO

DIN:03013165

Place: Hyderabad

Date : 28 -06- 2021

By order of the Board
For Spacenet Enterprises India Limited

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31st MARCH, 2021

(Amount in ₹)

Particulars	Note No.	For the year ended 31 March 2021	For the year ended 31 March 2020
Revenue			
Income from operations	2.14	8,71,11,487	3,18,59,220
Other income	2.15	1,26,03,044	14,743
Total revenue		9,97,14,531	3,18,73,963
Expenses			
Operating expenses		8,61,93,509	2,93,03,718
Employee benefits expense	2.16	49,46,857	28,72,811
Finance costs		19,04,078	-
Depreciation and amortization expense	2.1 (i) & (ii)	10,13,022	72,728
Other expenses	2.17	1,35,14,333	5,15,58,322
Total expenses		10,75,71,799	8,38,07,579
Profit/ (Loss) before extraordinary items and tax		(78,57,268)	(5,19,33,616)
Extraordinary items		-	-
Profit/ (Loss) before tax		(78,57,268)	(5,19,33,616)
Tax expense			
- Current tax		-	-
- Deferred tax		(1,30,794)	-
Profit/ (Loss) after tax		(77,26,474)	(5,19,33,616)
Other Comprehensive Income/(Loss) (OCI)			
Items that will not be reclassified to profit or loss in subsequent periods		-	-
Other Comprehensive Income/(Loss) for the period net of tax		-	-
Total Comprehensive Income for the period, net tax		(77,26,474)	(5,19,33,616)
Paid up equity share capital (face value of ₹.1/-each)			
Earnings per share (EPS)- par value ₹.1/- per share	2.23		
Basic		(0.05)	(1.06)
Diluted		(0.05)	(1.06)
Significant accounting policies and Notes to accounts	1 & 2		

The notes referred to above form an integral part of financial statements

As per our report of even
date attached
For Gorantla & Co
Chartered Accountants
Firm Registration No. 016943S

By order of the Board
For Spacenet Enterprises India Limited

Sd/-
Sriranga Gorantla
Partner
Membership No. 2222450
UDIN : 21222450AAAAJL3548
Place: Hyderabad
Date : 28 -06- 2021

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

Sd/-
K. Satya Srikanth
Director
DIN: 07733024

Sd/-
D.V. S. Prakash Rao
Director & CFO
DIN:03013165

Place: Hyderabad
Date : 28 -06- 2021

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2021
(Amount in ₹)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
I. CASH FLOWS FROM OPERATING ACTIVITIES:		
Net profit/(loss) before taxation:	(78,57,268)	(5,19,33,616)
Adjustments for operating activities:		
Depreciation and amortization	10,13,022	72,728
Profit/(loss on sale of Fixed Assets (net)	36,249	-
Finance costs	19,04,078	-
Operating profit before working capital changes	(49,03,919)	(5,18,60,888)
Adjustments for		
Decrease/(increase) in trade receivables	(12,42,03,236)	(45,92,062)
Decrease/(increase) in Financials Assets	24,78,319	(50,07,149)
Increase/(decrease) in provisions	(69,186)	1,68,659
Increase/(decrease) in Current Liabilities	43,17,026	(2,80,43,217)
Increase/(decrease) in Trade payables	(85,21,901)	65,44,486
Cash generated from operations	(13,09,02,897)	(8,27,90,171)
Income taxes paid	-	-
Net cash flow from operating activities (A)	(13,09,02,897)	(8,27,90,171)
II. CASH FLOWS FROM INVESTING ACTIVITIES		
Fixed Assets transferred on account of merger	(12,37,785)	(7,21,017)
Sale of Assets	1,60,000	-
Net cash flow used in investing activities (B)	(10,77,785)	(7,21,017)
III. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from interoperate deposit, net	1,08,19,380	8,41,40,781
Interest paid	(19,04,078)	-
Capital infusion on account of merger	10,91,39,784	-
Capital reserve on account of merger	1,74,34,354	-

Net cash used in financing activities (C)	13,54,89,440	8,41,40,781
Net increase in cash and cash equivalents (A+B+C)	35,08,758	6,29,593
Cash and cash equivalents at the beginning of the year	7,04,280	74,687
Cash and cash equivalents at the end of the year (refer note: 5)	42,13,038	7,04,280

The notes referred to above form an integral part of financial statements

As per our report of even date attached

For Gorantla & Co

Chartered Accountants

Firm Registration No. 016943S

Sd/-

Sriranga Gorantla

Partner

Membership No. 2222450

UDIN : 21222450AAAAJL3548

Place: Hyderabad

Date : 28 -06- 2021

Sd/-

M.Chowda Reddy

Company Secretary

ACS: 48009

Sd/-

K. Satya Srikanth

Director

DIN: 07733024

Sd/-

By order of the Board
For Spacenet Enterprises India Limited

D.V. S. Prakash Rao

Director & CFO

DIN:03013165

Place: Hyderabad

Date : 28 -06- 2021

Statement of changes in equity for the year ended March 31, 2021:

Particulars	No. of Shares	(Amount in ₹)
Equity Share Capital		
Equity Shares of ₹.1 Each, fully paid up		
As at April 01, 2019	4,90,18,590	4,90,18,590
Issued during the year	-	-
As at March 31,2020	4,90,18,590	4,90,18,590
Issued during the year	10,91,39,784	10,91,39,784
As at March 31,2021	15,81,58,374	15,81,58,374

Other Equity:

Particulars	2019-20		2020-21		As at March 31, 2021
	As at April 01, 2019	Profit/(loss) for the year	As at March 31, 2020	Profit/(loss) for the year	
Capital Reserve	-	-	-	1,74,34,355	1,74,34,355
Securities Premium	-	-	-	-	-
General Reserve	12,06,82,325	-	12,06,82,325	-	12,06,82,325
Retained Earnings	(27,35,50,768)	(5,19,33,616)	(32,54,84,384)	(77,26,474)	(33,32,10,858)
Total	(15,28,68,443)	(5,19,33,616)	(20,48,02,059)	97,07,881	(19,50,94,178)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021**(All amounts in Indian rupees, except share data and where otherwise stated)****Significant Accounting Policies****1) Company Overview**

Spacenet Enterprises India Limited is a public company incorporated and domiciled in India and incorporated in accordance with the provisions of the erstwhile Companies Act, 1956. The companies registrar office at 6-3-787, Flat No 1003, Royal Pavilion, Block A, Ameerpet, Hyderabad 500016, Telangana. Its shares are listed on recognized stock exchange of India, The National Stock Exchange of India Limited. The company is primarily engaged in trading of commodities,

2) Basis of Preparation of Financial Statements**2.1) Statement of compliance**

The financial statements are prepared in accordance with and in compliance, in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read along with Companies (Indian Accounting Standards) Rules, as amended and other relevant provisions of the Act. The presentation of the Financial Statements is based on Ind AS Schedule III of the Companies Act, 2013.

2.2) Use of Estimates

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and judgments that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities and fair value measurement of financial instruments have been discussed below. Key source of estimation of uncertainty in respect of revenue recognition and employee benefits have been discussed in their respective policies.

2.3) Basis of measurement

The financial statements have been prepared on the historical cost basis except certain financial assets and liabilities that are measured at fair value or amortized cost.

2.4) Functional currency

The financial statements are presented in Indian Rupees, which is the functional currency of the Company. Functional currency of an entity is the currency of the primary economic environment in which the entity operates. All amounts are in Indian Rupees INR except share data, unless otherwise stated.

2.5) Operating cycle

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- i. It is expected to be realized in, or is intended for sale or consumption in, the company's normal operating cycle;
- ii. It is held primarily for the purpose of being traded;
- iii. It is expected to be realized within 12 months after the reporting date; or
- iv. It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- i. It is expected to be settled in the company's normal operating cycle;
- ii. It is held primarily for the purpose of being traded;
- iii. It is due to be settled within 12 months after the reporting date; or
- iv. The company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

2.6) Critical accounting judgments and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 3, the management of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the areas of estimation uncertainty and critical judgments that the management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the financial statements:

Provision and contingent liability

On an ongoing basis, Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable.

Useful lives of depreciable assets

Management reviews the useful lives of depreciable assets at each reporting. As at March 31, 2021 management assessed that the useful lives represent the expected utility of the assets to

the Company. Further, there is no significant change in the useful lives as compared to previous year.

2.7) Property, Plant and Equipment and Intangible assets

Tangible asset and capital work-in-progress

Tangible assets are stated at cost, less accumulated depreciation and impairment, if any. Direct costs are capitalized until such assets are ready for use. Capital work-in-progress comprises the cost of fixed asset that are not yet ready for their intended use at the reporting date.

Intangible asset

Intangible assets are recorded at the consideration paid for acquisition of such asset under carried at cost less accumulated amortization and impairment.

Depreciation and Amortization

Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets estimated by the Management. Depreciation for assets purchased / sold during a period is proportionately charged. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use. The Management estimates the useful lives for the other fixed assets as follows:

Servers and data processing equipment	- 6 years
Computers	- 3 years
Furniture and fixtures	- 10 years
Vehicles	- 8 years
Intangible assets	- 5 years

2.8) Investments

The company continued to account for investments as under Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non current investments. Non current Investments are carried at cost less diminution in value other than temporary diminution determined separately for each individual investment. Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment.

Investment in subsidiaries

Investment in subsidiaries is carried at cost, less any impairment in the value of investment, in these separate Financial statements.

2.9) Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as Possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair Value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

3) Significant Accounting Policies

3.1) Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

The revenue from sale of commodities is recognised when all significant risks and rewards of ownership of goods are passed to the buyer (ie. On Physical Delivery), in accordance with the terms and conditions of the contracts entered into by the Company with customers.

- i. Dividend income is recognized when the unconditional right to receive the income is established. Interest on bank deposits and loans to subsidiaries are recognized on the time proportion method using the underlying interest rates.
- ii. Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

3.2) Taxation

Income tax expense consists of current and deferred tax. Income tax expense is recognized in the income statement except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit; differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable

Future and taxable temporary differences arising upon the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes

levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3.3) Earnings per Share

The Company presents basic and diluted earnings per share (“EPS”) data for its ordinary shares. The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit attributable to equity shareholders for the year relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share.

3.4) Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets are capitalized at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Assets held under leases that do not transfer substantially all the risks and reward of ownership are not recognized in the balance sheet. Lease payments under operating lease are generally recognized as an expense in the statement of profit and loss on a straight-line basis over the term of lease unless such payments are structured to increase in line with the expected general inflation to compensate for the lessor’s expected inflationary cost increases. Further, at the inception of above arrangement, the Company determines whether the above arrangement is or contains a lease. At inception or on reassessment of an arrangement that contains a lease, the Company separates a payments and other consideration required by the arrangement into those for the lease and those for other elements on the basis of their relative fair values. If the Company concludes for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognized at an amount equal to the fair value of the underlying asset; subsequently, the liability is reduced as payments are made and an imputed finance cost on the liability is recognized using the Company’s incremental borrowing rate. Minimum lease payments made under finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

3.5) Foreign currencies

In preparing the financial statements of the Company, transactions in currencies other than the company’s functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in

A foreign currency are not retranslated. Exchange differences on monetary items are recognized in profit or loss in the period in which they arise.

3.6) Property, plant and equipment

The initial cost of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning, less accumulated depreciation and accumulated impairment losses, if any. Expenditure incurred after the PPE have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred. If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE. Material items such as spare parts, stand-by equipment and service equipment are classified as PPE when they meet the definition of PPE as specified in Ind AS 16 – Property, Plant and Equipment.

Subsequent costs

Subsequent costs are included in the asset's carrying amount or recognized as separate assets, as appropriate,

Only when it is probable that the future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to Statement of Profit and Loss at the time of incurrence.

3.7) Depreciation

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a Straight line basis (SLM) basis over the useful lives as prescribed in Schedule II to the Act or as per technical assessment.

Depreciable amount for PPE is the cost of PPE less its estimated residual value. The useful life of PPE is the period over which PPE is expected to be available for use by the Company, or the number of production or similar units expected to be obtained from the asset by the Company. Depreciation on additions is provided on a pro-rata basis from the month of installation or acquisition and in case of Projects from the date of commencement of commercial production. Depreciation on deductions/disposals is provided on a pro-rata basis up to the date of deduction/disposal.

3.8) Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective estimated useful lives on a straight-line basis, from the date that they are available for use.

Amortization

The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Computer software is amortized on straight line basis over a period of Five years.

3.9) Cash and Cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

3.10) Cash flow statement

Cash flows are reported using the indirect method, whereby profit or loss before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or

future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

3.11) Employee benefits

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the

Amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined contribution plans

The Company's contributions to defined contribution plans are charged to the income statement as and when the services are received from the employees.

Defined benefit plans

The liability in respect of defined benefit plans and other post-employment benefits is calculated using the projected unit credit method consistent with the advice of qualified actuaries. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have Terms to maturity approximating to the terms of the related defined benefit obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used. The current service cost of the defined benefit plan, recognized in the income statement in employee benefit expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements.

Past service costs are recognized immediately in income. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the income statement. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

Termination benefits

Termination benefits are recognized as an expense when the Company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognized as an expense if the Company has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

Other long-term employee benefits

The Company's net obligation in respect of other long term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and previous periods. That benefit is discounted to determine its present value. Re-measurements are recognized in the statement of profit and loss in the period in which they arise.

3.12) Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of

economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

3.13) Contingent Liabilities & Contingent Assets

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

3.14) Financial instruments

a. Recognition and Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issues of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

b. Classification and Subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at amortized cost;

- FVTPL
- Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.
- A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:
 - The asset is held within a business model whose objective is to hold assets to collect contractual cash flows;
 - And
 - The contractual terms of the financial asset give rise on specified dates to cash flows that are solely

Payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortized cost as described above are measured at FVTPL.

On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- The stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular Interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realizing cash flows through the sale of the assets;
- How the performance of the portfolio is evaluated and reported to the Company's management;
- The risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- How managers of the business are compensated – e.g. whether compensation is based on the fair value of the Assets managed or the contractual cash flows collected; and
- The frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and Expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for DE recognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains

A contractual term that could change the timing or amount of contractual cash flows such that it would not

Meet this condition. In making this assessment, the Company considers:

- Contingent events that would change the amount or timing of cash flows;
- Terms that may adjust the contractual coupon rate, including variable interest rate features;

- Prepayment and extension features; and
- Terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment

Amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract.

Additionally, for a financial asset acquired at a significant discount or premium to its contractual paramount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.

Financial assets at amortized cost: These assets are subsequently measured at amortized cost using the Effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on DE recognition is recognized in profit or loss.

Financial liabilities: Classification, Subsequent measurement and gains and losses financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on DE recognition is also recognized in profit or loss.

c. DE recognition

Financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled,

Or expire. The Company also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified

Terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in profit.

d. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

e. Impairment

The Company recognizes loss allowances for expected credit losses on financial assets measured at amortized cost. At each reporting date, the Company assesses whether financial assets carried at amortized cost and debt securities at fair value through other comprehensive income (FVOCI) are credit impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit impaired includes the following observable data:

- Significant financial difficulty of the borrower or issuer;
- The restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- It is probable that the borrower will enter bankruptcy or other financial reorganization; or
- The disappearance of an active market for a security because of financial difficulties.
- The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the

Following, which are measured as 12 month expected credit losses:

- Debt securities that are determined to have low credit risk at the reporting date; and
- Other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition. Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

Measurement of expected credit losses

Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the trade receivable does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

3.15) Impact of COVID-19 Key accounting judgments, estimates and assumptions.

The Company has considered the possible effects that may result from the pandemic relating to Covid-19 in the preparation of these standalone financial statements including the recoverability of carrying amounts of financial and non-financial assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company has, at the date of approval of these financial statements, used internal and external sources of information including credit reports and related information and economic forecasts and expects that the carrying amount of these assets will be recovered. The impact of Covid-19 on the Company's financial statements may differ from that estimated as at the date of approval of these standalone financial statements.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(All amounts in Indian rupees, except share data and where otherwise stated)

2.1: (i) Property, Plant and Equipment:

(Amount in ₹)

Particulars	Plant & Machinery	Computers and related assets	Furniture and fixtures	Vehicles	Office equipment	Total Amount in ₹.
Cost						
As at April, 2019	-	31,09,064	-	4,77,865	-	35,86,929
Additions	3,12,746	-	1,63,271	2,10,000	35,000	7,21,017
Disposals	-	-	-	-	-	-
As at April, 2020	3,12,746	31,09,064	1,63,271	6,87,865	35,000	43,07,946
Additions	-	-	-	-	-	-
Disposals	-	-	-	2,10,000	-	2,10,000
As at 31 March, 2021	3,12,746	31,09,064	1,63,271	4,77,865	35,000	40,97,946

As at 31 March, 2020	3,12,746	31,09,064	1,63,271	6,87,865	35,000	43,07,946
Accumulated depreciation						
As at April, 2019	-	31,09,064	-	4,77,865	-	35,86,929
Depreciation expense	2,761	-	6,206	8,918	1,189	19,074
Disposals	-	-	-	-	-	-
As at April, 2020	2,761	31,09,064	6,206	4,86,783	1,189	36,06,003
Depreciation expense	31,609	-	16,558	4,833	3,500	56,500
Disposals	-	-	-	13,751	-	13,751
As at 31 March, 2021	34,370	31,09,064	22,764	4,77,865	4,689	36,48,752
As at 31 March, 2020	-	31,09,064	-	4,77,865	-	35,86,929
Net carrying value as at March 31, 2021	2,78,376	-	1,40,507	-	30,311	4,49,194
Net carrying value as at March 31, 2020	3,09,985	-	1,57,065	2,01,082	33,811	7,01,943

2.1: (ii) Intangible Assets

Particulars	Computer Software	Total ₹
Cost		
As at April, 2019	5,35,067	5,35,067
Additions	-	-
Disposals	-	-
As at April, 2020	5,35,067	5,35,067
Additions	12,37,785	12,37,785
Disposals	-	-
As at 31 March, 2021	17,72,852	17,72,852
As at 31 March, 2020	5,35,067	5,35,067
Accumulated depreciation		
As at April, 2019	2,36,751	2,36,751
Depreciation expense	53,654	53,654
Disposals		
As at April, 2020	2,90,405	2,90,405
Depreciation expense	9,56,522	9,56,522
Disposals	-	-
As at 31 March, 2021	12,46,927	12,46,927
As at 31 March, 2020	2,44,662	2,44,662
Net carrying value as at March 31, 2021	5,25,925	5,25,925
Net carrying value as at March 31, 2020	2,44,662	2,44,662

(Amount in ₹)

Particulars	As at 31 March 2021	As at 31 March 2020
2.2 Trade Receivable-Non Current		
Unsecured and considered good		
— From Related Parties	4,59,28,547	-

– From Others	8,17,88,936	-
	12,77,17,483	-
2.3 Other financial assets-Non Current		
Unsecured, considered good		
Security deposits	23,600	3,20,750
Prepaid expenses	11,185	11,184
	34,785	3,31,934
2.4. Other Non-Current Assets		
Advance tax (TDS receivable, net)	3,75,059	2,71,577
	3,75,059	2,71,577
2.5. Trade receivables-Current		
Unsecured and considered good		
– From Related Parties	-	45,72,062
– From Others	10,77,815	1,24,88,550
	10,77,815	1,70,60,612
Less: Allowance for doubtful debts	-	1,24,68,550
Trade receivables considered good	10,77,815	45,92,062
2.6. Cash and cash equivalents		
Cash on hand	5,617	52,085
Balance with banks in current accounts	42,07,421	6,52,195
	42,13,038	7,04,280
2.7 Other financial assets- Current		
Advance to suppliers	-	3,83,55,188
Less: Provision for doubtful advance	-	3,36,32,302
Advance to suppliers considered good	-	47,22,886
Goods and Service Tax	6,30,065	7,96,989
Others	30,83,349	4,78,190
	37,13,414	59,98,065
2.8 Equity Share capital		
Authorized		
Equity shares		
500,000,000 (previous year: 500,000,000) equity of ₹1 each	50,00,00,000	50,00,00,000
	50,00,00,000	50,00,00,000
Issued, subscribed and fully paid up		
4,90,18,590 (previous year : 4,90,18,590 equity shares of ₹1) equity shares of ₹1 each fully paid up	4,90,18,590	4,90,18,590
	10,91,39,784	-
Add: Shares Issued during the year pursuant to the Scheme of arrangement 10,91,39,784 equity shares of ₹1 each (previous year: Nil)**		
	15,81,58,374	4,90,18,590

i. Rights, preferences and restrictions attached to equity shares:

Shares outstanding at the beginning of the year:

The Company has only one class of equity shares having a face value of ₹ 1 each.

Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the equity shareholders will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts and the distribution will be in proportion to the number of equity shares held by the shareholders

**** Equity shares allotted as fully paid-up pursuant to scheme of arrangement without payment being received in cash :**

10,91,39,784 equity shares were issued during the financial year 2020-21 pursuant to scheme of arrangement between Kling Enterprises India Limited and the Company vide order passed by Honorable National Company Law Tribunal, Hyderabad Bench, Hyderabad-1 dated. 05-01-2021

ii. The reconciliation of the number of equity shares outstanding is set out below:

Particulars	As at 31 March 2021		As at 31 March 2020	
	Number of Equity shares	Amount in ₹	Number of Equity shares	Amount in ₹
Shares outstanding at the beginning of the year	4,90,18,590	4,90,18,590	4,90,18,590	4,90,18,590
Shares issued during the year pursuant to the scheme of arrangement	10,91,39,784	10,91,39,784	-	-
Shares outstanding at the end of the year	15,81,58,374	15,81,58,374	4,90,18,590	4,90,18,590

iii. The details of shareholder holding more than 5% equity shares is set below:

Name of Shareholder	As at 31 March 2021		As at 31 March 2020	
	Number of Equity shares held	% of Holding	Number of Equity shares held	% of Holding
Mrs. Meenavalli Usha Rani	8,79,49,119	55.61	64,80,946	13.22
Albula Investment Fund Limited	-	-	28,32,492	5.78
Uma Kunareddy	-	-	26,68,852	5.44
Barret Commodity Traders Pvt Ltd	-	-	24,58,095	5.01

Particulars	As at 31 March 2021	As at 31 March 2020
2.9. Other Equity		
General Reserve	12,06,82,325	12,06,82,325
Capital Reserve	1,74,34,355	-
Balance in statement of profit and loss		
Opening balance	(32,54,84,384)	(27,35,50,768)
Add: Profit/ (Loss) for the year	(77,26,474)	(5,19,33,616)
Balance at the end of the year	(33,32,10,858)	(32,54,84,384)
Total	(19,50,94,178)	(20,48,02,059)
2.10. Borrowings		
Un-secured loans		

Unsecured loan from Promoters and relatives	13,41,86,261	15,24,17,181
Others	2,90,50,300	-
	16,32,36,561	15,24,17,181

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
2.14 Income from operations		
Income from Sale of Commodities	8,71,11,487	3,18,59,220
	8,71,11,487	3,18,59,220
2.15 Other income		
Creditors/provisions no long required	1,12,02,513	14,743
Interest on fixed deposits	14,00,531	-
	1,26,03,044	14,743
2.16 Employee Benefits Expense		
Salaries and other benefits	43,97,234	27,26,199
Contribution to provident fund and other funds	2,12,339	1,14,990
Staff welfare expenses	3,37,284	31,622
	49,46,857	28,72,811
2.17 Other expenses		
Communication expenses	1,65,470	1,53,132
Power and fuel	5,67,014	1,27,391
Rent	12,00,000	2,00,000
Repairs and maintenance	2,27,876	1,12,155
Rates and taxes, excluding, taxes on income	29,70,338	10,57,237
Insurance charges	-	10,670
Traveling and conveyance	12,97,807	22,98,021
Legal and professional fees	55,02,821	10,86,415
Advertisement charges	77,930	2,68,897
Bank charges	2,45,015	44,616
SBLC charges	7,99,119	-
Loss on sale of fixed assets	36,249	-
Bad and doubtful debts	-	1,24,68,550
Provision for doubtful advance given	-	3,36,32,302
Printing and stationery	55,340	11,671
Miscellaneous expenses	1,61,290	28,823
Vaulting charges	-	296
Exchange gain/(loss)	43,436	58,146
Gain/loss on futures and options	1,64,628	-
	1,35,14,333	5,15,58,322

2.18. Contingent liabilities:

Particulars	As at 31 March 2021	As at 31 March 2020
Income Tax*	15,16,310	24,58,942

*The Company has received an income tax assessment order for the financial year 2011-12 and 2013-14 wherein demands have been raised on account of certain disallowances, adjustments made by the income tax department. The company has received favorable order against the appeal before CIT IV for the FY 2011-12. We have to receive consequential order. The Company has filed an appeal before Appellate Tribunal Hyderabad for the FY 2013-14.

2.19. Deferred tax Assets & Liabilities:

The tax effects of significant temporary differences that resulted in deferred tax assets and liabilities and a description of the items that created these differences is given below:

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Deferred Tax Asset	-	-
Deferred Tax Liability	(1,30,794)	-
Net Deferred Tax Asset/(Liability)	(1,30,794)	-

2.20. Lease commitments

The Company's leases office facilities under cancellable and non-cancellable operating lease agreements. The Company intends to renew such leases in the normal course of its business. Total rental expense under cancellable operating leases was ₹12,00,000 (Previous year: ₹2,00,000) and under non-cancellable portion was ₹ Nil (Previous year: ₹ Nil), which has been disclosed as lease rent.

2.21. Earnings and expenditure in foreign currency (on accrual basis):

Earnings in Foreign currency

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Sales	5,43,93,654	-
Total	5,43,93,654	-

Expenditure in Foreign currency

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Purchases	6,90,31,446	-
Total	6,90,31,446	-

2.22. Auditors' remuneration (included in legal and professional fees, excluding GST):

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Statutory audit fees	1,50,000	40,000
Other services	50,000	10,000
Total	2,00,000	50,000

2.23. Earnings per share (EPS)

The computation of earnings per share is set out below:

Particulars	For the Year ended 31 March 2021	For the Year ended 31 March 2020
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Earnings (in `)

Profit/ (Loss) for the year	(77,26,474)	(51,933,616)
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Shares

Number of shares at the beginning of the year	49,018,590	49,018,590
Add: No. of equity shares issued during the year	10,91,39,784	-
Total number of equity shares outstanding at the end of the year	15,81,58,374	49,018,590
Weighted average number of equity shares outstanding during the year for the purpose of Basic and diluted earnings per share.	15,81,58,374	49,018,590

Earnings per share (in `1)

- Basic	(0.05)	(1.06)
- Diluted	(0.05)	(1.06)

2.24. Scheme of Arrangement involving merger of Commodities Trading Division of Kling Enterprises India Limited:

The National Company Law Tribunal, Hyderabad Bench vide its order dated January 05th, 2021 has approved the scheme of arrangement for demerger of Commodities Trading Division undertaking of Kling Enterprises India Limited to the Company with effect from April 01st, 2019 (the appointed date). Pursuant to the Scheme, all the assets, liabilities, income and expenses of the Commodities Trading Division undertaking have been transferred to the Resulting Company i.e., Spacenet Enterprises India Limited with effect from the appointed date.

2.25. Segment information

The Company's activity primarily falls within in a single primary business segment viz, trading in commodities. Hence no business segment information is provided.

2.26. Disclosure of Related Party Transactions

A. List of Related parties and the nature of Relationship	
Name of The Related Party	Nature of Relationship
Proseed India Limited Kling Enterprises India Limited Barret Commodity Traders Private Limited Thalassa Enterprises India Private Limited (Previously Stampede Enterprises India Private Limited) Kling Trading India Private Limited	Entities in which Directors/KMP/Promoters are interested
Mr. Suresh Tammineedi –Executive Director Mr.Srinivasa Rao Tatipaka- Whole time Director Mr.Dasigi Venkatasurya Prakash Rao- Executive Director & CFO Mr. M. Chowda Reddy- Company Secretary	Key Managerial Personnel (KMP)
Mr. Chukka Siva Satyasrinivas Mr. Satya Srikanth karaturi Mrs. Korpu Venkatakali Kanaka Durga	Independent Directors
Mr. Venkata Srinivas Meenavalli Mrs. Usha Rani Meenavalli	Promoters

B. The following is a summary of significant related party transactions and balances outstanding as follows:

(Amount in ₹)

Name of the Related party	Nature of Transactions	Financial Year : 2020-21		Financial Year : 2019-20	
		Transactions	Balance Outstanding as on 31st March 2021	Transactions	Balance Outstanding as on 31st March 2020
Barret Commodity Traders Private Limited	Net of Advance given/(Received)	(31,21,993)	-	4,93,270	31,21,993
	Trade receipts	(4,93,270)	-		-
	Trade receivable	4,16,70,919	4,11,77,649	-	-
	Purchases	-	-	12,04,200	-
	Paid against purchases	-	-	62,95,728	-
Venkata Srinivas Meenavalli	Unsecured loan repaid	1,29,30,920	5,53,45,480	-	6,82,76,400
	Services utilized	13,95,000	1,52,625	-	-
Kling Enterprises India Limited	Net of Advance given/(Received)	4,12,336	-	-	-
	Sales	-	-	1,07,26,262	-
	Trade receipts	(21,10,000)	-	(42,77,700)	-
	Trade receivable	18,76,500	47,50,898	-	45,72,062
Thalassa Enterprises India Private Limited	Purchases	-	-	1,74,14,214	-
	Trade payable	92,66,089	35,74,125	45,74,000	1,28,40,214
Mrs Usha Rani Meenavalli	Nett of Unsecured loan received/repaid	1,53,00,000	4,36,80,000	5,89,80,000	5,89,80,000
	Services utilized	13,95,000	1,52,625	-	-
	Rent	12,00,000	-	-	-
Kling Trading India Private Limited	Nett of Unsecured loan repaid /(received)	1,00,00,000	3,51,60,781	14,65,000	2,51,60,781
	Advance given/(received)	6,82,202	6,82,202	-	-
Key Managerial Personnel (KMP)	Salaries	24,22,501	2,38,000	4,38,000	68,000

2.27. Disclosure under Section 22 of the Micro, Small and Medium enterprises Development Act, 2006 (MSMED):

The information as required to be disclosed under Schedule III of the Act, w.r.t. Micro and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006(Act) is as given below and the information mentioned at Note No. 2.11- Trade Payables w.r.t. dues of Micro and Small Enterprises, has been determined to the extent such parties have been identified on the basis of information available with the Company and relied on by the auditors:

Particulars	As at March 31, 2021	As at March 31, 2020
i. Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as on 31st March	35,74,125	1,28,40,214
ii. Interest due to suppliers registered under the MSMED Act and remaining unpaid as on 31st March	-	-
iii. Principal amount paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	92,66,089	-
iv. Interest paid, under section 16 of MSMED Act, to suppliers registered under the Act, beyond the appointed day during the year	-	-
v. Interest due and payable towards suppliers registered under MSME Act, for payment already made	-	-
vi. Interest accrued and remaining unpaid at the end of accounting year		
vii. Further interest remaining due and payable for earlier years.	-	-

2.28. Previous year figures

Previous year figures have been regrouped / reclassified wherever necessary, to correspond with the current year classification/ disclosure.

As per our report of even date attached
For Gorantla & Co
 Chartered Accountants
 Firm Registration No. 016943S

By order of the Board
For Spacenet Enterprises India Limited

Sd/-
 Sriranga Gorantla
 Partner
 Membership No. 2222450
 UDIN : 21222450AAAAJL3548
 Place: Hyderabad
 Date : 28 -06- 2021

Sd/-
 M.Chowda Reddy
 Company Secretary
 ACS 48009

Sd/-
 K. Satya Srikanth
 Director
 DIN: 07733024

Sd/-
 D.V. S. Prakash Rao
 Director & CFO
 DIN:03013165

Place: Hyderabad
 Date : 28 -06- 2021