Spacenet
Enterprises India Ltd.

13th ANNUAL REPORT 2023

+91-40-23540763/64 info@spacenetent.com www.spacenetent.com

CORPORATE INFORMATION

BOARD OF DIRECTORS:

- **Shri. Sethurathnam Ravi** (Chairman)
- **Shri. Ghanshyam Dass** (Independent Director)
- **Shri. Sarat Kumar Malik** (Independent Director)
- **Shri Dasigi Venkata Surya Prakash Rao** (Executive Director &CFO)
- **Shri. Satya Srikanth Karaturi** (Whole-Time Director)
- **Shri. Prathipati Parthasarathi** (Independent Director)
- **Shri. Chukka Siva Satya Srinivas** (Independent Director)
- **Smt. Korpu Venkata Kali Kanaka Durga** (Woman Independent Director)

COMPANY SECRETARY:
Mr. M. Chowda Reddy

STATUTORY AUDITORS:
Jayesh Sanghrajka & Co LLP
Chartered Accountants
405 – 408, Hind Rajasthan Building,
Dadasaheb Phalke Road, Dadar (E),
Mumbai – 400 014.

INTERNAL AUDITORS:
M/S.Bhanumurali&Co
Chartered Accountants
Flat No. 402, Plot No. 56,
Siddhartha Residency,
Jubilee Ridge Hotel Back Lane,
Kavuri Hills, Hyderabad-500033
Telangana , India

SECRETARIAL AUDITORS:
Balaramakrishna & Associates
Company Secretaries
91-9959850156
#8-6-363/87P/7,8&9/304, Manikanta Castle,
Road No.3, Mallikarjuna Colony, Old Bowenpally,
Secunderabad - 500011, Telangana.

BANKERS:
HDFC Bank, Kavuri Hills Branch
Axis Bank, Bajar Hills Branch
SBM Bank India Ltd, Hyderabad Branch

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

BOARD COMMITTEES:
Audit Committee
Shri.Prathipati Parthasarathi(Chairman)
Shri.Chukka Siva Satya Srinivas (Member)
Smt.Korpu Venkata Kali Kanaka Durga (Member)

Nomination and Remuneration Committee
Shri.Prathipati Parthasarathi(Chairman)
Shri.Chukka Siva Satya Srinivas (Member)
Smt.Korpu Venkata Kali Kanaka Durga (Member)

Stakeholders' Relationship Committee
Shri.Prathipati Parthasarathi(Chairman)
Shri.Chukka Siva Satya Srinivas (Member)
Smt.Korpu Venkata Kali Kanaka Durga (Member)

Risk Management Committee
Shri.Prathipati Parthasarathi(Chairman)
Shri.Satya Srikanth Karaturi (Member)
Shri. Dasigi Venkata Surya Prakash Rao (Member)

Contents

Financial Statements (Standalone)

Financial Statements (Consolidated)

SPACENET ENTERPRISES INDIA LIMITED

[CIN: L72200TG2010PLC068624]
Regd 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,
Tel: +91-40-23540763/64, E-mail: cs@spacenetent.com: Website: http://spacenetent.com/

NOTICE OF THE 13TH ANNUAL GENERAL MEETING (AGM)

NOTICE is hereby given that the 13th Annual General Meeting (AGM) of the shareholders of Spacenet Enterprises India Limited ("The Company") will be held on Thursday,28th September, 2023 at 12:00 PM (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") at the Registered office Address of the company situated at Plot No.114, Survey No.66/2, Street No.03, Raidurgam, Prasanth Hills, Gachibowli, Nav Khalsa, Serilingampally, Ranga Reddy, Hyderabad-500008,Telangana, India, to transact the following businesses:

<u>ORDINARY BUSINESS:</u>

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, 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 standalone financial statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered and adopted".

RESOLVEDFURTHER THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered and adopted".

2. **TO APPOINT A DIRECTOR IN PLACE OF MR. DASIGI VENKATA SURYA PRAKASH RAO (DIN: 03013165) 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. GORANTLA & CO, CHARTERED ACCOUNTANTS, 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 139,141 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 and board of directors of the company M/S Gorantla & Co, chartered Accountants, (ICAI) Firm Registration No. 016943S who have confirmed their eligibility for appointment consent of the

Members of the Company be and are hereby accorded for appointment as the Statutory Auditors of the Company, in the place of existing statutory Auditors, M/s Jayesh Sanghrajka and Co LLP., Chartered Accountants, (Firm Registration No: 104184W/W100075) who tendered their resignation with effective from 07th July,2023.

RESOLVED FURTHER THAT M/S Gorantla & Co, chartered Accountants, (ICAI) Firm Registration No. 016943S 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 13th Annual General Meeting of the company till the conclusion of 18th Annual General Meeting of the company to be held in the year 2028.

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 Gorantla & Co, chartered Accountants, (ICAI) Firm Registration No. 016943S, 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 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 3 (a) of the Objects clause of the Memorandum of Association of the Company be titled as 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION' and after Clause no. 04 the following new para clause No.05, shall be added:

(A) "The Objects to Be Pursued by The Company on Its Incorporation Are:

05.To carry on the business of Agriculture/farming/cultivation/production/processing/ marketing/trading/importing/exporting/ franchising and allied services of Agriculture and Horticulture, Seed Production, Aquaponics, Hydroponics and Aeroponics , and to do new age agri-tech business through drone and other Information technology based services and to carry the business of tissue culture and their related projects/services and activities pertaining to cultivation, purchase, sale, lease, development of agriculture lands, farm house projects, estates, plantations and plantation projects involving all kinds of commercial, recreational, Medicinal & Aromatic Crops and also to carry all these business allied activities by way of entering into any contracts with government and Non-government entities in domestic as well as outside the domestic markets in either Retail or whole sale outlets and to do Research and development and 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.

5. **PAYMENT OF REMMUNERATION TO NON-EXECUTIVE DIRECTOR 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 Sections 149, 196, 197, 198, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter called “Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their respective meetings held on 04th July,2023 and subject to such other approvals, as may be necessary, approval of the Members be and is hereby accorded for the payment of Remuneration to Dr. Sethurathnam Ravi (DIN: 00009790) the Chairman (Non-Executive & Non- Independent Director) of the Company for the financial year 2023-24 and subsequent financial year years, For an amount INR 5,00,000.00 (Rupees Five Lakh Only) per year in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, and such remuneration be payable by the company either by way of a monthly/yearly payment., for a period of 3(Three) years w.e.f. 01st July,2023 and upon the terms and conditions including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure, with liberty to the Board of Directors , with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of remuneration of Dr. Sethurathnam Ravi in the best interests of the Company and as may be permissible at law.

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 Regulatory authority including Stock Exchanges for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution..”

6. **TO APPROVE THE RELATED PARTY TRANSACTIONS**
To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Special Resolution

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (the "Act") read with Rules made thereunder, including the Companies (Meetings of Board and its Powers) Rules, 2014 and any statutory modification(s) or re-enactments thereof for the time being in force and pursuant to provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and such other approvals, permissions and sanctions as may be required, consent of the Members be and is hereby accorded to the Board of Directors of the Company (the "Board") for the related party transaction(s) and terms as mentioned in the explanatory statement for the financial year 2023-24 with "Thalassa Enterprises India Private Limited", BillMart FinTech Private Limited, String Metaverse Limied, and Rajath Finance Limited and Other related parties within the meaning of the act, and SEBI Listing Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation /renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/ contracts, and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient.

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 Regulatory authority including Stock Exchanges for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.."

By order of the Board of Directors
For Spacenet Enterprises India Limited
Sd/-
M.Chowda Reddy
Company Secretary
ACS:48009

Date: 12th August,2023
Place: Hyderabad

Registered Office:
CIN:L72200TG2010PLC068624
Plot No.114, Survey No.66/2,
Raidurgam, Prasanth Hills,
Gachibowli,Nav Khalsa ,
Serilingampally , Ranga Reddy,
Hyderabad-500008, Telangana, India.
Tel: 04029345781,
Email: cs@spacenetent.com,
http://spacenetent.com/

NOTES FOR MEMBERS:

In accordance with the provisions of the Companies Act, 2013 read with the Rules made thereunder And General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022 and 10/22 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") read with Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and other relevant circulars issued by the Securities and Exchange Board of India ("SEBI"), from time to time (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold Annual General Meetings (AGMs) through Video Conference ("VC") or Other Audio Visual Means ("OAVM") up-to September 30, 2023, without physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being convened through VC/OAVM and the venue of the AGM Shall be deemed to be the Registered Office of the Company.

a. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being proposed to be held pursuant to the said MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and the attendance slip are not attached to this Notice.

b. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), in respect of items of special business is annexed hereto.

c. As per Regulation 40 of the Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019. Even the transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form with effect from 24th January, 2022. In view of this and to eliminate all the risks associated with physical shares and for the ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. M/s. CIL Securities Ltd, 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad-500 001. Telangana, India are the Registrar & Share Transfer Agents (RTA) of the Company. All communications in respect of share transfers, dematerialization and change in the address of the members may be communicated to the RTA by sending e mail to rta@cilsecurities.com

d. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and are requested to send the relevant share certificates to the RTA/Company.

e. Corporate members intending to allow their authorised representatives to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.

f. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in a single name are advised, in their own interest to avail the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.

g. Members seeking any information or clarification on the accounts are requested to send their queries to the Company, in writing, at least one week before the date of the meeting. Replies will be provided in respect of such written queries at the meeting.

h. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number (PAN) either at the time of opening of the account or at any time subsequently. In case they have not furnished the PAN to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular ref.no. MRD/DOP/CIR-05/2009 dated May 20, 2009 made it mandatory to have PAN particulars for registration of physical share transfer requests. Based on the directive contained in the said circular, all share transfer requests are therefore to be accompanied with PAN details. Members holding shares in physical form can submit their PAN details to the Company / RTA.

Securities and Exchange Board of India (SEBI) vide its Circular dated November 3, 2021, December 15, 2021 and March 16, 2023, has mandated the submission of PAN, KYC details and nomination by holders of physical securities by September 30, 2023. Members are requested to submit their PAN, KYC and nomination details to the RTA of the Company CIL Securities Limited . The format of mandatory KYC documents is available on the Company's Website http://www.spacenetent.com/

Members holding shares in electronic form are, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the registrar/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/ or the Prevention of Money Laundering Act, 2002

i. Members may also note that the notice of the 13th Annual General Meeting is available on the Company's website: https://www.spacenetent.com/ All documents referred to in the accompanying notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection by the Members by writing an e-mail to the Company at cs@spacenetent.com

j. In compliance with the aforesaid MCA Circulars and SEBI Circular dated January, 5, 2023, Notice of the AGM along with Annual Report 2022-23 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice and the Annual Report 2022-23 will also be available on the Company's website at http://www.spacenetent.com/, on the website of the Stock Exchanges i.e., National Stock Exchange and on the website of CDSL www.evotingindia.com.

To support 'Green Initiative', members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ their Depository Participants in respect of shares held in physical/electronic mode, respectively

k. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to the Notice.

l. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standards on general meetings, information in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is furnished in the annexure and forms part of the notice. The Directors have furnished the requisite consent / declaration for their appointment / re-appointment.

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

1. The general meetings of the companies shall be conducted as per the guidelines & circulars issued by the Ministry of Corporate Affairs (MCA). The forthcoming AGM will thus be held through video conferencing (VC) or

other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM 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 AGM, 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 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, 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 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 AGM has been uploaded on the website of the Company at http://spacenetent.com/ The Notice can also be accessed from the websites of the Stock Exchanges i.e., National Stock Exchange of India Limited at www.nseindia.com. And The 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.

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 Friday, 22nd September,2023 to Thursday,28th September, 2023 (both days inclusive)

2. **Cut-off date:** Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e., Thursday,21st September, 2023 , shall be entitled to avail the facility of remote e-voting as well as e-voting during 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 AGM by following the procedure mentioned in this part.

3. **E- Voting period:** The E- voting period begins on Saturday 23rd September, 2023 at 09:00 AM (IST) and ends on Wednesday 27th September, 2023 at 05: 00 PM (IST). During this period, shareholders of the Company, holding

shares either in physical form or in dematerialized form, as on the cut-off date i.e., Thursday, 21st September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

4. In addition, the facility for e-voting through electronic voting system will be available during the 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. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

6. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

7. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

8. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

9. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

10. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

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 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. 3).If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 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.
Individual Shareholders Holding Securities in Demat Mode With NSDL	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.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be 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. 2).If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3).Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (Holding Securities in Demat Mode) Login Through Their Depository Participants	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.

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

In case of shareholders holding shares in physical mode and non-individual shareholders in demat mode can Access through CDSL e-Voting system.

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 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

VIII. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

IX. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

X. Click on the EVSN (for the relevant) "Spacenet Enterprises India Limited" on which you choose to vote.

XI. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

XII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

XIII. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

XIV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

XV. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

XVI. If a Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

XVII. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com 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 AGMTHROUGH VC/OAVM & E-VOTING DURING MEETING 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 and These queries will be replied to by the company suitably by email.
VIII. Those shareholders who have registered themselves as a speaker shareholder will only be allowed to express their views/ask questions during the meeting.
IX. Only those shareholders, who are present in the 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) by email to email id cs@spacenetent.com or rta@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 toll free no. 1800 22 55 33.

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

GENERAL INSTRUCTIONS:

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

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

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

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

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

GENERAL INFORMATION TO THE MEMBERS AT A GLANCE:

Particulars	**Details**
Date of AGM	Thursday, 28th September, 2023
Time of AGM	12:00 PM (IST)
Mode of conducting AGM	Video Conferencing (VC) and Other Audio-Visual Means (OAVM)
Book closure date	from Friday,22nd September,2023 to Thursday,28th September, 2023 (both days inclusive)
Cut-off date for e-voting	Thursday,21st September, 2023
E-voting start time and date	Saturday ,23rd September, 2023 at 09:00 AM(IST)
E-voting end time and date	Wednesday ,27th September, 2023 at 05: 00 PM (IST)
Address of the Registered office & contact details of the company	Plot No.114, Survey No.66/2, Street No.03, Raidurgam, Prasanth Hills, Gachibowli, Nav Khalsa, Serilingampally , Ranga Reddy, Hyderabad-500008, Telangana, India. Tel: 04029345781 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, Hyderabad - 500 001. Phone: +91 040-69011111 E-mail: rta@cilsecurities.com

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

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

Place: Hyderabad
Date: 12th August ,2023

ANNEXURE TO NOTICE

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

ITEM NO.03:

TO APPOINT M/S. GORANTLA & CO, CHARTERED ACCOUNTANTS, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY AND AUTHORIZE BOARD OF DIRECTORS TO FIX THE REMUNERATION:

M/s. Jayesh Sanghrajka and Co LLP., Chartered Accountants, (Firm Registration No: 104184W/W100075)., Chartered Accountants, Statutory Auditor of the company has tendered their resignation vide Letter Dated 07th July,2023 w.e.f. 07th July,2023.

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 08th July, 2023 with recommendation of Audit Committee has recommended the appointment of M/s. Gorantla & Co, Chartered Accountants, (Firm Registration No: 016943S)., Chartered Accountants as statutory auditor of the company for a period of 05(Five) Years from the conclusion of this 13th AGM of the company till the conclusion of 18th AGM of the company to be held in the year 2028.

M/s. Gorantla & Co, Chartered Accountants, (Firm Registration No: 016943S)., 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.

Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

The fee proposed to be paid to M/s. Gorantla & Co, Chartered Accountants, (Firm Registration No: 016943S)., Chartered Accountants towards statutory audit for financial year 2023-24 is INR 12,00,000.00 (Twelve Lakh only) for each Financial year plus out of pocket expenses, with the authority to the Board to make revisions as it may deem fit for the balance term, based on the recommendation of the Audit Committee.

The fee for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the statutory audit fee as above, and will be decided by the management in consultation with the Statutory Auditors.

The provision of such permissible non-audit services will be reviewed and approved by the Audit Committee.

Material change in the proposed fee for the auditor from that paid to the outgoing auditor:

The proposed fee for the auditor is INR 12 lakhs for each financial year and INR 20 lakh for each financial year to the outgoing auditor.

The Audit Committee and the Board of Directors, while recommending the appointment of M/s. Gorantla & Co, Chartered Accountants, (Firm Registration No: 016943S)., Chartered Accountants as the Statutory Auditor of the Company, have taken into consideration, among other things, the credentials of the firm and partners, proven track record of the firm and eligibility criteria prescribed under the Act.

M/s. Gorantla & Co, Chartered Accountants, (Firm Registration No: 016943S)., Chartered Accountants is a partnership firm and located in Hyderabad having strong experience, and the organization is strongly motivated to consistently perform up to the industry benchmark to offer professional services specializing in the field of Finance, Accounting, Taxation and Assurance & Audting, Corporate Law Practices, International Taxation and Transfer Pricing, Business start-up & support, Mergers, Amalgamations and Re-structuring of Business set-forth with a zeal to cater to Corporate needs to clients in the emerging corporate arena and The Firm has a valid Peer Review certificate.

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

ITEM NO.4:

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 and also carrying commodities trading , Fintech, & Tradetech businesses

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 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 .

05.To carry on the business of Agriculture/farming/cultivation/production/processing/ marketing/trading/importing/exporting/ franchising and allied services of Agriculture and Horticulture, Seed Production, Aquaponics, Hydroponics and Aeroponics , and to do new age agri-tech business through drone and other Information technology based services and to carry the business of tissue culture and their related projects/services and activities pertaining to cultivation, purchase, sale, lease, development of agriculture lands, farm house projects, estates, plantations and plantation projects involving all kinds of commercial, recreational, Medicinal & Aromatic Crops and also to carry all these business allied activities by way of entering into any contracts with government and Non-government entities in domestic as well as outside the domestic markets in either Retail or whole sale outlets and to do Research and development and 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.

Clause 3 (a) of the Objects clause of the Memorandum of Association of the Company be titled as 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION' and after Clause no. 04 the above new para clause No.05, shall be added:

The Board at its meeting held on 12thAugust, 2023 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 04 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.04 of the Notice.

ITEM NO.05:

PAYMENT OF REMMUNERATION TO NON-EXECUTIVE DIRECTOR OF THE COMPANY

In pursuance to Section 197, 198 and other relevant provisions of the Companies Act, 2013, and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors shall recommend all fees or compensation, if any, paid to non-executive Directors, including Independent Directors and shall require approval of shareholders in general meeting.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors and to acknowledge their contribution to the growth of the Company, it is proposed to continue paying Additional remuneration to Dr. Sethurathnam Ravi the Non-Executive Director and chairman of the company of the Company, for a period of three years w.e.f. 01st July,2023 based on the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

Such payment will be in addition to the sitting fees for attending Board/Committee meetings or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board/Committee meetings.

After taking into consideration, the recommendation of the Nomination and Remuneration Committee, Considering the rich experience and expertise brought to the Board by Dr. Sethurathnam Ravi and to acknowledge his contribution to the growth of the Company the Board is proposed and approved for payment of Remuneration to Dr. Sethurathnam Ravi (DIN: 00009790) the Chairman (Non-Executive & Non- Independent Director) of the Company for the financial year 2023-24 and subsequent financial year years, For an amount INR 5,00,000.00 (Rupees Five Lakh Only) per year in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, and such remuneration be payable by the company either by way of a monthly/yearly payment., for a period of 3(Three) years w.e.f. 01st July,2023 and upon the terms and conditions including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure, with liberty to the Board of Directors , with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of remuneration of Dr. Sethurathnam Ravi in the best interests of the Company and as may be permissible at law.

In case of loss or inadequacy of profits, as per Section 197, 198 of the Companies Act, 2013 a company may pay remuneration within the limits prescribed under Schedule V of the Act based on its effective capital, subject to shareholders' approval vide Special Resolution which would be valid for a period of 3 years .

By complying the above The Non-Executive Directors' remuneration would be within the said limits in case of no/inadequacy of profits during their said tenure.

The Statement Containing Additional Information As Required Under Schedule V Of The Companies Act, 2013 :

I. GENERAL INFORMATION

(1) Nature of industry:

The company is engaged in the business of development of Software tools and platforms providing fast, flexible and reliable commodities trading tools and to invest, acquire and to deal in gold, and other 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 also engaged in the business of Trade finance and Fin-tech and Trade Tech.

(2) Date or expected date of commencement of commercial production:

The Company was incorporated on 28/05/2010 and The Company commenced its business operations after *the date of its incorporation.*

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

(4) Financial performance based on given indicators (in Lakhs)

Particulars	**Standalone Financial Results**	
	2022-2023	**2021-2022**
Revenue from operations	14211.07	4005.04
Profit / (Loss) before tax	270.40	88.22
Profit / (Loss) after tax	281.18	76.13
Particulars	**Consolidated Financial Results**	
	2022-2023	**2021-2022**
Revenue from operations	14453.73	4313.90
Profit / (Loss) before tax	251.61	83.36
Profit / (Loss) after tax	262.39	70.60

(5) Foreign investments or collaborations, if any.

The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details:

Dr. S Ravi has a Doctorate in Finance and is a practising Chartered Accountant, having over 33 years of experience. He holds a diploma in Information System Audit (DISA) and is an Associate Member of Association of Certified Fraud Examiners (CFE), USA. He is also registered as an Insolvency Resolution Professional.

He is the Founder and Managing Partner of Ravi Rajan & Co. LLP, a chartered accountancy firm specialising in Forensic and Insolvency assignments, Finance & Management, Turn around Strategies, Business Valuations, Brand and Share Valuation, Assurance, Audit and Taxation.

Dr. Ravi is the Chairman and Director of Tourism Finance Corporation of India Ltd.. He has also served as the Chairman of BSE Ltd and Chairman and Director of UTI Trustee Company Pvt Ltd. In the past, Dr. Ravi has served on the boards of BHEL, HAL, Union Bank and LIC Housing Finance, to name a few.

Dr. Ravi regularly contributes to various financial dailies and is, also, often invited by regulatory bodies, like ICAI, RBI and SEBI, and educational institutions to give talks, hold panel discussions, etc.

(2) Past remuneration
Dr.Ravi is receiving only sitting fee of INR 1,00,000.00 (One Lakh Only) for attending board meetings of the company.

(3) Recognition or Awards
He has served as the Chairman of BSE Ltd

(4) Job profile and his suitability
Dr. S. Ravi has a Doctorate in Finance and is a practicing Chartered Accountant, having over 33 years of experience, and he is dynamic professional.

(5) Remuneration proposed
INR 5,00,000.00 (Rupees Five Lakh Only) per year in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, and such remuneration be payable by the company either by way of a monthly/yearly payment., for a period of 3(Three) years w.e.f. 01st July,2023.

6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)
Remuneration paid/payable to Dr. S. Ravi, is commensurate with industry standards and Board level positions held in similar sized domestic companies, taking into consideration the responsibilities shouldered by him.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.
Besides the remuneration payable to Dr. S. Ravi, there is no other pecuniary relationship with the Company or with the managerial personnel of the Company.

III. OTHER INFORMATION:
(1) Reasons of loss or inadequate profits
As the company is under growing process incurred losses till the last financial year and started the generation of profits for the financial year ended on 31-03-2022 onwards and expecting the same growth and profits in the future also, however it may be likely that the Company may have a scenario wherein there are inadequacy of profits under the said provisions of the Act in any of the financial years during the period from the date of his re-appointment.
As a matter of abundant caution Members' approval is being sought for payment of minimum remuneration as defined in the said Resolution.

(2) Steps taken or proposed to be taken for improvement

The Company has taken various initiatives, to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve volumes and reduce costs.

(3) Expected increase in productivity and profits in measurable terms
With the various initiatives taken to improve performance, the Company is confident that with effective implementation of its turnaround strategy there would be substantial increase in productivity and profitability to turnaround the Company within the next 1 to 2 years.

Dr. S. Ravi is interested in the resolution set out at Item No. 05 of the Notice. The relatives of Dr. S. Ravi may be deemed to be interested in the resolution set out at Item No. 05 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the 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 Notice.

The Board recommends the Special Resolution set out at item no. 5 of the Notice for approval by the members.

ITEM NO.06

TOAPPROVE THE RELATED PARTY TRANSACTIONS :

To ensure stability of Trade contracts, your Company proposes to enter into transaction(s) with its Related Parties as defined/ within the meaning of the Companies Act, 2013 and Regulations of the SEBI Listing Regulations, in the financial year 2023-24.

As per SEBI Listing Regulations a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crores or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Company may enter into the transactions with the related parties within the meaning of Section 2(76) of the Companies Act, 2013 read with the Companies (Meetings of the Board and its Powers) Rules, 2014 and SEBI Listing Regulations, for an aggregate maximum amount, for the financial year 2023-24 up-to Rs.200 Crores (Rupees Two Hundred Crores only) which would be more than 10% of the audited annual consolidated turnover of the Company, for the previous financial year 2022-23.

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended to date, and as per SEBI Listing Regulations particulars of the transaction, etc., are as under:

Name of the Related Party	1.Thalassa Enterprises Private Limited	2.BillMart FinTech Private Limited
nature of relationship;	Subsidiary Company & Company in which directors are interested	Company in which director is interested
Nature, Type, material terms and particulars of the proposed transaction	Transactions as specified under Section 188 of companies act,2013 as per proposed trade contracts and as per SEBI Listing Regulations	Transactions as specified under Section 188 of companies act,2013 as per proposed trade contracts and as per SEBI Listing Regulations
Tenure of the proposed transaction	Financial Year 2023-24	Financial Year 2023-24
Value of proposed transaction	Up-to Rs.20,00,00,000/- (Rupees Twenty Crores only)	Up-to Rs.30,00,00,000/- (Rupees Thirty Crores only)
The percentage of the listed entity's annual consolidated turnover for the	13.80%	20.76%

immediately preceding financial year		
Justification as to why the RPT is in the interest of the listed entity	Since it is in the ordinary course of business, Investment plans & in order to ensure stability of Trade contracts.	Since it is in the ordinary course of business ,investment plans & in order to ensure stability of Trade contracts.
A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable	Not Applicable
name of the director or key managerial personnel who is related, if any;	Mr. D.V.Prakash Rao Mr.Chukka Satya Srinivas Mrs.Kali Kanaka Durga (Common Directors)	Dr. Sethurathnam Ravi (Common Director)
any other information relevant	NIL	NIL

Name of the Related Party	3.String Metaverse Limited	4.Rajath Finance Limited
nature of relationship;	Entity controlled by Promoter/Promoter Group	Company in which director is interested
Nature, Type, material terms and particulars of the proposed transaction	Transactions as specified under Section 188 of companies act, 2013 as per proposed trade contracts and as per SEBI Listing Regulations.	Transactions as specified under Section 188 of companies act, 2013 as per proposed trade contracts and as per SEBI Listing Regulations.
Tenure of the proposed transaction	Financial Year 2023-24	Financial Year 2023-24
Value of proposed transaction	Up-to Rs.20,00,00,000/- (Rupees Twenty Crores only)	Up-to Rs.20,00,00,000/- (Rupees Twenty Crores only)
The percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	13.80%	13.80%
Justification as to why the RPT is in the interest of the listed entity	Since it is in the ordinary course of business, Investment plans & in order to ensure stability of Trade contracts.	Since it is in the ordinary course of business ,investment plans & in order to ensure stability of Trade contracts.
A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable	Not Applicable
name of the director or key managerial personnel who is related, if any;	Mr.Meenavalli Krishna Mohan Mr.Meenavalli Ganesh (Common Promoters/Promoter Group)	Dr. Sarat Kumar Malik (Common Director)
any other information relevant	NIL	NIL

In the opinion of the Board, the transactions/ contracts/ arrangements by the Company with the above party are in the ordinary course of business and at an arm's length basis.

However, considering the fact that the value of contracts/ arrangements/ transactions with the aforesaid related parties during the financial year 2023-24 may be material as defined under Listing Regulations hence it is proposed to seek the approval of members for the aforesaid arrangements/ contracts/ transactions for the financial year 2023- 24.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

Except the common directors as mentioned above None of the Directors and Key Managerial Personnel or their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 06 of the Notice.

The Board recommends the Ordinary Resolution set out in Item No. 06 of the Notice for approval by the members.

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

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

Date: 12th August ,2023
Place: Hyderabad

Registered Office:
CIN:L72200TG2010PLC068624
Plot No.114, Survey No.66/2,
Raidurgam, Prasanth Hills,
Gachibowli,Nav Khalsa ,
Serilingampally , Ranga Reddy,
Hyderabad-500008, Telangana, India.
Tel: 04029345781,
Email: cs@spacenetent.com,
http://spacenetent.com/

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	Mr.Dasigi Venkata Surya Prakash Rao
DIN	03013165
Date of Birth	11-08-1969
Category	Executive Director
Date of first Appointment	13-11-2019
Terms & Conditions of Re-Appointment along with Remuneration sought to be paid	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. Proposed remuneration: NA Last drawn remuneration: NA
Expertise in Specific Functional areas and Experience	He is a dynamic professional with over and above 23 years of rich experience in Sales, Marketing and Business Development in Argo Chemicals, Seeds, Tissue Culture and Bio-fertilizers &Trading, Strategic Management,
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.Thalassa Enterprises Private Limited (Previously Stampede Enterprises Private Limited) 2.Spacenet IFSC 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 31.03.2023	577447
Relationship between Directors inter-se/ Manager and KMPs	NA
Number of Meetings of the Board attended during the year	09

DIRECTORS' REPORT

Dear Shareholders,

Your directors are pleased to present the 13th Annual Report along with the Audited Financial Statements of your Company for the financial year ended on 31st March, 2023.

FINANCIAL PERFORMANCE SUMMARY:

The financial results and performance of your Company for the year ended on 31st March, 2023 on Standalone and consolidated basis is summarized below:

A.Standalone Basis: **(Rs.in Lakh)**

Particulars	Standalone Financial Results	
	2022-2023	2021-2022
Total Income	14252.79	4054.05
Total expenses	13982.39	3965.83
Profit / (Loss) after tax	281.18	76.13
Earnings per share - par value of Rs. 1 per share		
Basic	0.05	0.03
Diluted	0.05	0.03

Financial Highlights:

For the financial year ended March31, 2023, your Company had reported total income of Rs. 14252.79 Lakhs as against Rs. 4054.05 Lakh during the previous financial year ended March31, 2022.

The Company incurred a Net Profit of Rs. 281.18 Lakh for the financial year ended March31, 2023 as against Net profit of Rs. 76.13 Lakh during the previous financial year ended March, 2022.

B.Consolidated basis: **(Rs.in Lakh)**

Particulars	Consolidated Financial Results	
	2022-2023	2021-2022
Total Income	14495.45	4377.95
Total expenses	14243.84	4294.59
Profit / (Loss) after tax	262.39	70.60
Earnings per share - par value of Rs. 1 per share		
Basic	0.05	0.03
Diluted	0.05	0.03

Financial Highlights:

For the financial year ended March31, 2023, your Company had reported total income of Rs. 14495.45Lakhs as against Rs. 4377.95 Lakh during the previous financial year ended March31, 2022.

The Company incurred a Net Profit of Rs. 262.39 Lakh for the financial year ended March31, 2023 as against Net profit of Rs. 70.60 Lakh during the previous financial year ended March, 2022.

The Consolidated Financial Statements of your Company for the FY 2022-23 are prepared in compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), Indian Accounting Standards ('Ind AS') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same shall also be forms part of this Annual Report.

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 invest, acquire, Trade and deal in gold, and other 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 also engaged in the business of Trade finance, Trade Tech and Fin-tech.

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."

LISTING OF SHARES:
The shares of the company are listed on National Stock Exchange of India Limited (NSE). The listing fee for the year 2022- 23 has already been paid to the NSE within the time limit as specified by the stock exchange.

SHARE CAPITAL:

Authorised Share capital:
The Authorised Share capital of the company as on March 31, 2023 was Rs.65,00,00,000/- divided into 65,00,00,000 Equity shares of Rs. 1/- each as compared to Rs. 55,00,00,000 divided into 55,00,00,000 equity shares of Rs.1/- each as on March 31, 2022.

During the year under review the company increased the authorised share capital of the company from from Rs. 55,00,00,000/- (Rupees Fifty Five Crores only) divided into 55,00,00,000 (Fifty Five Crores only) Equity Shares of Rs.. 1/- (Rupees one Only) each TO Rs.65,00,00,000/- (Rupees Sixty-Five Crore Only) divided into 65,00,00,000 (Sixty-Five Crore Only) Equity shares of Rs. 1/- (Rupees one only) each, by addition of Rs. 10,00,00,000/-(Rupees Ten Crore only) divided into 10,00,00,000 (Ten Crore only) Equity shares of Rs. 1/- (Rupees one Only) each.

Issued, Subscribed and paid-up capital:
The paid-up Equity share capital of the company as on March 31, 2023 was Rs.53,36,70,374 /- divided into 53,36,70,374 Equity shares of Rs. 1/- each as compared to Rs.53,03,58,374/- divided into 53,03,58,374 Equity shares of Rs. 1/- each as on March 31, 2022.

The increase of Rs. 33,12,000/- in the paid up share capital of the company during the Financial Year 2022-23 was on account of issuance of 33,12,000 equity shares of Rs.01/- each pursuant to exercise of Employee stock options by employees of the company under "Spacenet employee Stock options scheme-2021 in compliance the provisions of section 62(1)(b) of Companies Act,2013 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

During the year under review, your Company has not issued any shares with differential voting rights.

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.

CORPORATE GOVERNANCE:
The Company will continue to uphold the true spirit of Corporate Governance and implement the best governance practices.

A report on Corporate Governance pursuant to the provisions of Corporate Governance Code stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report and Full details of the various board committees are also provided therein along with Auditors' Certificate regarding compliance of conditions of corporate governance is enclosed as
Annexure-1

MANAGEMENT DISCUSSION & ANALYSIS:
Pursuant to the provisions of Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a report on Management Discussion & Analysis is enclosed as **Annexure-2**

AUDITORS:

Statutory Auditors:
At the 11th Annual General Meeting held on 24th September, 2021, the members approved the appointment of M/s Jayesh Sanghrajka and Co LLP., Chartered Accountants, (Firm Registration No: 104184W/W100075), as Statutory Auditors of the company who shall hold office from the conclusion of 11th Annual General Meeting till conclusion of the 16th Annual General Meeting of the company for a term of consecutive Five (5) years.

However M/s Jayesh Sanghrajka and Co LLP, Chartered Accountants, (Firm Registration No: 104184W/W100075), as Statutory Auditors of the company tendered their resignation from office of Statutory Auditors w.e.f. 07th July,2023 vide their Resignation letter dated 07th July,2023.

The board of directors of the company vide board meeting dated on 08th July,2023 approved the appointment of M/s. Gorantla & Co, chartered Accountants, Hyderabad (Firm Registration No. 016943S), as the Statutory Auditor of the Company With the recommendation of Audit committee of the company and subject to approval of members in this Annual General Meeting (AGM), for a period of 5 (five) consecutive years (FY 2023-24 to 2027-28) from the conclusion of 13th Annual General Meeting till the conclusion of 17th Annual General Meeting to be held in the year 2028, in place of the existing Statutory Auditor, M/s Jayesh Sanghrajka and Co LLP., Chartered Accountants who tendered their resignation w.e.f. 07th July,2023.

A resolution is being proposed for appointment of M/s. Gorantla & Co, chartered Accountants, at this 13th AGM and annexed in notice of AGM

The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM.

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

On 30th June,2022 M/s. Navitha & Associates, Chartered Accountants (Registration No. 012026S) as Internal Auditors of the Company Tendered their Resignation from the office of Internal Auditors w.e.f. 30th June,2022 due to their pre occupation.

The Board of Directors based on the recommendation of the Audit Committee has appointed M/s. Bhanu Murali & Co, Chartered Accountants (Firm Regn. No. 014993S) as Internal Auditors of the Company as Internal Auditors of the Company at the board meeting held on 13th February, 2023 in compliance with the provisions of the Companies Act,2013 and rules made there under.

Cost Auditors:

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

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 CP No. 22414 as Secretarial Auditors to undertake the Secretarial Audit of the Company for the FY 2022-23 & 2023-24 and they have submitted their report to the company for the FY 2022-23.

Statutory Auditors' Report:

The statutory auditors' report do not contain any qualifications, reservations or adverse remarks. During the year, the statutory auditors 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.

Secretarial Auditors' Report:

The Secretarial Audit Report in Form MR-3 is annexed herewith as **Annexure-3** to this Board report.

During the year, the Secretarial auditors 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.

The secretarial auditors' report do not contain any qualifications, reservations or adverse remarks.

Annual Secretarial Compliance Report

The Company has undertaken an audit for the Financial Year ended 31 March 2023 for all applicable compliances as per the Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder.

The Annual Secretarial Compliance Report issued by Mr. D. Blarama Krishna CP No. 22414 has been submitted to the Stock Exchanges within 60 days of the end of the Financial Year 2023.

EMPLOYEE STOCK OPTION PLANS:

Presently the company is implementing an employee stock options scheme called "Spacenet Employee Stock Option Scheme-2021"

During the year, the company has not granted any options under "Spacenet Employee Stock Option Scheme-2021" however the company issued and allotted 33,12,000 equity shares of Rs.01/- each to employees of the company pursuant to exercise of Employee stock options by employees of the company under "Spacenet employee Stock options scheme-2021 in compliance the provisions of section 62(1)(b) of Companies Act,2013 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

"The details in respect of Employee Stock Options as required under Companies Act,2013 and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are annexed herewith as '**Annexure-4'**and the same are available at the website of the Company https://www.spacenetent.com/

In compliance with the requirements of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, a certificate from Secretarial auditor of the company confirming implementation of "Spacenet Employee Stock Option Scheme-2021" in accordance with the said regulations will be placed before the Annual General Meeting and also available electronically for inspection by the members during the annual general meeting of the Company."

Further, it is confirmed that the Scheme is in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and during the year under review there were no material changes in the Scheme.

Certificate from CS Balaramakrishna, Secretarial Auditors of your Company confirming that the scheme has been implemented in accordance with the SEBI Regulations will be placed at the forthcoming Annual General Meeting and on the website of your Company for inspection by the members

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.

The Board of the Company is duly constituted. None of the directors of the company is disqualified under the provisions of the Companies Act, 2013 (the 'Act') or under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Declaration by independent directors:
The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/ she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Certificate on 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 forms part of this Annual Report.

Registration of Independent Directors in Independent Directors Databank:
All the Independent Directors of your Company have been registered and are members of Independent Directors Databank maintained by the Indian Institute of Corporate Affairs (IICA).

Appointments:
Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors vide their board meeting dated on 29th October, 2022 appointed the following directors

- Shri. Sethurathnam Ravi (DIN: 00009790) as Chairman (Non-Executive & Non-Independent Director) of the company with effect from 29th October, 2022.

- Shri. Ramesh Raghavan Puducheri (DIN: 03499156) as Independent Director of the company

- Shri. Ghanshyam Dass (DIN: 01807011) as Independent Director of the company for a period of Five Years with effect from 29th October, 2022.

  Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors vide their board meeting dated on 04th January, 2023 appointed Dr. Sarat Kumar Malik (DIN: 09791314) as an Independent Director of the company for a period of Five years with effect from 04th January, 2023.

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

Pursuant to the provisions of regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by ICSI, brief particulars of the directors proposed to be appointed/ re-appointed are provided as an annexure to the notice convening the AGM.

Resignation:
During the year under review Shri. Ramesh Raghavan Puducheri (DIN: 03499156) Independent Director of the company tendered his resignation from the office of Director of the company with effect from 05th January, 2023.

Shri. Suresh Tammineedi (DIN: 00952079) Executive Director of the Company has resigned from the office of Board of directors of the Company with effect from 22nd May,2023.

Key Managerial Personnel (KMP):
Following are the are Key Managerial Personnel of the Company in accordance with the provisions of Section(s) 2(51), and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. Mr. Satya Srikanth Karaturi- Whole Time Director
2. Mr. Dasigi Venkata Surya Prakash Rao- Executive Director & CFO
3. Mr. M.Chowda Reddy- Company Secretary & Compliance Officer

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.

Number of Board Meetings during the Year:
During the FY 2022-2023, Nine (09) meetings of the board were held, the details of which have been disclosed in the corporate governance report, which forms part of the Board's report.

The maximum interval between any two meetings did not exceed 120 days, as prescribed by the Companies Act, 2013.

Independent Directors' Meeting
The Independent Directors met on 01st August, 2022, 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.

COMMITTEES OF THE BOARD:
As required under the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as on March 31, 2023, the Board has the following statutory committees:

1. Audit Committee:

2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

During the year, all recommendations made by the committees were approved by the Board.

The company is listed out as top Thousand Listed entities determined on the basis of market capitalization as at the end of the immediate preceding financial year (i.e. for the period march, 2023 ended) Accordingly the company constituted Risk Management Committee in compliance with the regulation 21 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A detailed note on the composition of the committees and meetings held during the year and attendance of its members are provided in the corporate governance report which forms part of the Board's 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 this directors' report.

ANNUAL EVALUATION OF BOARD AND ASSESSMENT:
The company believes that formal evaluation of the board and of the individual directors, on an annual basis, is a potentially effective way to respond to the demand for greater board accountability and effectiveness.

For the company, evaluations provide an ongoing means for directors to assess their individual and collective performance and effectiveness. In addition to greater board accountability, evaluation of board members helps in:

- More effective board processes
- Better collaboration and communication
- Greater clarity with regard to members' roles and responsibilities and
- Improved Chairman - Managing Director – Board relations;

By focusing on the board as a team and on its overall performance, the company ensures that communication and overall level of participation and engagement also improves.

In order to facilitate the same, the board undertook a formal board assessment and evaluation process during FY 2022-23. The board evaluation was performed after seeking inputs from all the directors and included criteria such as the board composition and structure, effectiveness of board processes, information and functioning as provided by the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

The Leadership, Nomination & Remuneration Committee has overall stewardship for the process. The evaluation process covers the following aspects:

- Peer and self-evaluation of Directors;
- Evaluation of the performance and effectiveness of the board;
- Evaluation of the performance and effectiveness of Board Committees;
- Evaluation of the performance of the KMP
- Feedback on management support to the Board;

The evaluation process elicits responses from the directors in a judicious manner - ranging from Composition and induction of the board to effectiveness and governance.

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, the board of directors, to the best of their knowledge and ability, confirm that:

a) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;

b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the company for that period;

c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities

d) they have prepared the annual accounts on a going concern basis;

e) they have laid down internal financial controls to be followed by the company and such internal financial controls are adequate and operating effectively;

f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems 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.

EXTRACT OF ANNUAL RETURN:

In accordance with section 92(3) of the Companies Act, 2013, a copy of the annual return in the prescribed format as on 31 March 2023 is available on the Company's website at http://spacenetent.com/

POLICY ON MATERIAL SUBSIDIARIES:
The Policy on Material Subsidiaries as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as approved by the Board is uploaded on the website of your Company which may be accessed at https://www.spacenetent.com/Investor-Relations.html

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 2022-23.

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 2022-23.

PARTICULARS OF EMPLOYEES:
The statement of Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in "**Annexure –5".**

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 applicable to the company for the financial year 2022-23 and a detailed report of Business Responsibility and sustainability Report enclosed as an **Annexure – 6".**

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 EARINGS 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-2023 (Rs.in lakhs)**	**For the Year ended 31st, March-2022 (Rs.in lakhs)**
Foreign Exchange Earnings	NIL	101.36
Foreign Exchange outgo	132.09	74.50

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:
During the year under review there are no orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

MATERIAL CHANGES AND COMMITMENTS:
During the year under review the company proposed To raise funds up-to Rs. 100 (One Hundred Crores) by way issuing securities on a preferential basis ("Preferential Issue") in accordance with the provisions of Companies Act,2013 and Rules made there under and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), as amended and other applicable laws, rules and subject to compliance of all applicable Laws and Rules and the approval of regulatory/ statutory authorities and the shareholders of the Company.

The Board vide its meeting dated on 04th January, 2023 approved to issue 4,65,50,000 (Four Crores Sixty-Five Lakhs Fifty Thousand) convertible Equity warrants at Rs. 20 (Rupees Twenty Only) per warrant for an aggregate consideration of Rs. 93,10,00,000 (Rupees Ninety-Three Crores Ten Lakhs Only). Each warrant will be convertible into, or exchangeable for 1 (one) fully paid-up equity share of face value of Re. 1/- (Rupees One Only) each, which may be exercised in one or more tranches during the period commencing from the date of allotment of the warrants until expiry of 18 (eighteen) months.

Preferential Issue Allotment committee of the Board of Directors of the Company (constituted vide board meeting dated on 04th January, 2023) at its meeting held on February 11, 2023 1,48,00,000 Warrants convertible into equivalent number of Equity Shares, at an issue price of Rs. 20 per Warrant. Paid up value of per Warrant is Rs. 10 which is Min 50% of the issue price aggregating up-to Rs. 14,80,00,000 Each Warrant will be convertible into, or exchangeable for 1 (one) fully paid-up equity share of face value of Re. 1/- (Rupees One Only) each, and the rights attached to the Warrant may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months upon payment of balance consideration.

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.

HOLDING, SUBSIDIARY, JOINT VENTURES (JV) AND ASSOCIATE COMPANIES:
As per the provisions of Sections 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a separate statement containing the salient features of the Financial Statements of the Subsidiary Companies/Associate Companies/JV in Form AOC-1 and is enclosed as **Annexure 7'.**

RELATED PARTY TRANSACTIONS:
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 8'.**

RISK MANAGEMENT:
Your Company has constituted 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 your Company. The Committee is responsible for monitoring and reviewing the risk management plan and ensuring its

effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. Furthermore, your Company has set up a robust internal audit function which reviews and ensures sustained effectiveness of internal financial controls by adopting a systematic approach to its work. The details of Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report. The Risk Management Policy of your Company is posted on the website of your Company and the web link is http://www.spacenetent.com/

INSURANCE:

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

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, 2023.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

Particulars of loans given, investments made, guarantees given and securities provided as per the provisions of Sections 186 of the Companies Act, 2013 along with the purpose for which the loan, guarantee, or security is proposed to be utilised by the recipient are provided in the Financial Statements of the company forms part of this annual report.

DECLARATION:

Pursuant to the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015, a declaration by the Managing Director & CEO/Whole Time Director of the company declaring that all the members of the board and the senior management personnel of the company have affirmed compliance with the Code of Conduct of the company .

The CEO/CFO certification to the board pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of Corporate Governance Report.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

The Company has not made any such valuation during the FY 2022-23.

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 2022-2023.

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
13. Policy for Determination of Material Subsidiary
14. Policy for Determination of Materiality of Events & Information

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/-
Sethurathnam Ravi
Chairman
DIN:00009790

Date: 12-08-2023
Place: Hyderabad

For Specenet Enterprises India Limited

Sd/-
Satya Srikanth Karaturi
Whole Time Director
DIN: 07733024

Annexure-1

REPORT ON CORPORATE GOVERNANCE

This Corporate Governance Report For the Financial year ended on March 31, 2023 has been issued and Reported in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendment thereof and forms a part of the Report of the Directors to the Members of the Company.

In order to comply with Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the report containing the details of Corporate Governance of the Company is as follows:

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 conduct business and strengthen our relationships in a manner that is dignified, distinctive and responsible. We adhere to Ethical Standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders.

Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner.
Some of the codes and policies are as follows

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
13. Policy for Determination of Material Subsidiary
14. Policy for Determination of Materiality of Events & Information

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 is in conformity with Regulation 17 and 17A of the Listing Regulations read with section 149 of the Companies Act, 2013 and plays a crucial role in Board processes and provides independent judgment on issues of strategy and performance. As on 31st March, 2023, board comprises 09 (Nine) Directors out of which 03 (Three) Directors are Executive Directors and 01 (One) Director is chairman and Non-executive(Non-Independent) Director and remaining 5 (Five) Directors are Non-Executive Independent Directors.

In the opinion of the Board, all the Independent Directors are independent of the management and satisfy the criteria of independence as defined under the Companies Act, 2013 and the SEBI Listing Regulations.

None of the Independent Directors have any other material pecuniary relationship or transaction with the Company, its Promoters, or Directors or Senior Management which, in their judgement, would affect their independent except their sitting fees payable for attending board meetings.

All Independent Directors have provided their annual declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. They have also given declaration under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended, confirming compliance with Rule 6(1) and (2) of the said Rules that their names are registered in the databank as maintained by the Indian Institute of Corporate Affairs ("IICA").

In terms of the provisions of the Act and the SEBI Listing Regulations, the Directors of the Company had submitted necessary disclosures regarding the positions held by them on the Board and/ or the Committees of other companies with changes therein, if any, on a periodical basis.

On the basis of such disclosures, it is confirmed that as on March 31, 2023, none of the Directors of the Company holds Directorship positions in more than twenty (20) companies [including ten (10) public limited companies and seven (7) listed companies]; holds Executive Director position and serves as an Independent Director in more than three (3) listed companies; and is a Member of more than ten (10) Committees and/ or Chairperson of more than five (5) Committees, across all the Indian public limited companies in which they are Directors.

None of the Directors of the Company are related to each other.

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, 2023 are as under:

Sr.No	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

1.	Shri.Sethurathnam Ravi (Chairman) (DIN:00009790)	Non-Executive	8	3	6
2.	Shri. Ghanshyam Dass (Independent Director) (DIN: 01807011)	Non-Executive	6	1	0
3.	Shri. Sarat Kumar Malik (Independent Director) (DIN: 09791314)	Non-Executive	1	0	0
4.	Mr. Dasigi Venkata Surya Prakash Rao (Executive Director) (DIN: 03013165)	Executive	3	0	0
5.	Mr.Satya Srikanth Karaturi Whole-Time Director (DIN: 07733024)	Executive	3	0	0
6.	Mr.Suresh Tammineedi (Executive Director) (DIN: 00952079)	Executive	3	0	0
7.	Mr.Prathipati Partha sararthi (Independent Director) (DIN: 00004936)	Non- Executive	0	0	0
8.	Mr. Chukka Siva Satya Srinivas (Independent Director) (DIN: 07177166)	Non -Executive	4	0	0
9.	Mrs.Korpu Venkata Kali Kanaka Durga (Independent Director) (DIN: 08640661)	Non -Executive	2	0	0

Note:
Shri. Suresh Tammineedi (DIN: 00952079) Executive Director of the Company has resigned from the office of Board of directors of the Company with effect from 22nd May, 2023.

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 is 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/Quarterly 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.

09 (Nine) Board Meetings were held during the financial year 2022-23. 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 2022-23 are as follows:

Sr. No.	Date of Board meeting
1	22-04-2022
2	27-05-2022
3	12-08-2022
4	03-09-2022
5	21-09-2022
6	29-10-2022
7	14-11-2022
8	04-01-2023
9	13-02-2023

All the meetings of the Board during the FY 2022-23 as mentioned above were held through Physical mode as well as Virtual Mode in compliance with the provisions of Companies Act, 2013 and rules made thereunder.

The details of attendance of Directors at the Board Meetings and at the last Annual General Meeting are as under:

Sr.No.	Name of the Director	Date of the Board Meetings				
		22-04-2022	27-05-2022	12-08-2022	03-09-2022	21-09-2022
1	Mr. Sethurathnam Ravi	NA	NA	NA	NA	NA
2	Mr. Ghanshyam Dass	NA	NA	NA	NA	NA
3	Mr. Sarat Kumar Malik	NA	NA	NA	NA	NA
4	Mr. Ramesh Raghavan Puducheri	NA	NA	NA	NA	NA
5	Mr. Dasigi Venkata Surya Prakash Rao	yes	yes	Yes	yes	yes
6	Mr.Satya Srikanth Karaturi	yes	yes	Yes	yes	yes

7	Mr.Suresh Tammineedi	yes	yes	Yes	yes	yes
8	Mr.Prathipati Partha sararthi	yes	yes	Yes	LOA	LOA
9	Mr. Chukka Siva Satya Srinivas	yes	yes	Yes	yes	yes
10	Mrs.Korpu Venkata Kali Kanaka Durga	yes	yes	LOA	yes	yes

Sr.No.	Name of the Director	Date of the Board Meetings				Attendance at the 12th AGM held on 28-09-2022	Attendance at the EGM held on 28-01-2023
		29-10-2022	14-11-2022	04-01-2023	13-02-2023		
1	Mr. Sethurathnam Ravi	NA	Yes	Yes	Yes	NA	Yes
2	Mr. Ghanshyam Dass	NA	Yes	Yes	Yes	NA	Yes
3	Mr. Sarat Kumar Malik	NA	NA	NA	Yes	NA	Yes
4	Mr. Ramesh Raghavan Puducheri	NA	LOA	Yes	*NA	*NA	*NA
5	Mr. Dasigi Venkata Surya Prakash Rao	Yes	Yes	Yes	Yes	Yes	Yes
6	Mr.Satya Srikanth Karaturi	Yes	Yes	LOA	Yes	Yes	Yes
7	Mr.Suresh Tammineedi	Yes	Yes	Yes	Yes	Yes	Yes
8	Mr.Prathipati Partha sararthi	Yes	Yes	Yes	Yes	Yes	Yes
9	Mr. Chukka Siva Satya Srinivas	Yes	Yes	Yes	Yes	Yes	Yes
10	Mrs.Korpu Venkata Kali Kanaka Durga	Yes	Yes	LOA	Yes	Yes	NO

Note:
NA: - Not appointed at the date of meeting held
*NA: - Resigned from the office of director as on the date of meeting
LOA: - Leave of absence granted

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.

Details of other listed entities where the Directors of the Company are directors, as on 31st March, 2023, are as under:

Sr. No	Name and Designation of Director	Name of other Listed entities in which the concerned Director is a Director	Category of Directorship
1.	Shri.Sethurathnam Ravi (Chairman & Non-Executive Director)	1.PCBL Limited	Independent Director
		2.Usha Martin Limited	Independent Director
		3.Tourism Finance Corporation Of India Limited	Non-Executive Director and Chairman

2.	Shri. Ghanshyam Dass (Independent Director)	1.Jain Irrigation Systems Limited	Independent Director
3.	Shri. Sarat Kumar Malik (Independent Director)	1.Rajath Finance Limited	Independent Director
4.	Mr. Dasigi Venkata Surya Prakash Rao (Executive Director)	-	-
5.	Mr.Satya Srikanth Karaturi (Whole-Time Director)	-	-
6.	Mr.Suresh Tammineedi (Executive Director)	-	-
7.	Mr.Prathipati Partha sararthi (Independent Director)	-	-
8.	Mr. Chukka Siva Satya Srinivas (Independent Director)	-	-
9.	Mrs.Korpu Venkata Kali Kanaka Durga (Independent Director)	-	-

Disclosure of relationship between directors inter se:
None of the Directors are related to each other

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 on 31-03-2023
1.	Shri. Ghanshyam Dass (Independent Director)	450000
2.	Mrs.Korpu Venkata Kali Kanaka Durga (Independent Director)	2081

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.

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, Information Technology, Software modules, Financial Technology, Trading, Strategic Management, Trading, Strategic Management, Management, Finance, Corporate Governance 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
Management, Trading, Strategic Management, Marketing, Imports & Exports	Mr. Dasigi Venkata Surya Prakash Rao
Accounting, Finance, Taxation& Legal,	Shri. Sethurathnam Ravi- Mr.Prathipati Partha sararthi Shri. Ghanshyam Dass
Management & Corporate Governance	Shri. Ghanshyam Dass Shri. Sarat Kumar Malik Mr. Chukka Siva Satya Srinivas Mrs.Korpu 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 2022-23 Shri. Ramesh Raghavan Puducheri (DIN: 03499156) Independent Director of the Company has resigned from the office of Board of the Company with effect from 05th January, 2023 on account of increased professional commitments with his profession vide his resignation letter dated 05th January, 2023before the expiry of his tenure further he confirmed that there is no other material reasons for his resignation other than those provided in the Resignation Letter.

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
D. Risk Management Committee

A.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 statemnts
- 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

The details of the Audit Committee Composition & meetings attended by its members as on 31st March, 2023 are given below:

Sr. No	Name	Designation	Category of Director	Number of meetings held during FY 2022-23	
				Held	Attended
1	Mr.Prathipati Partha sarathi	Chairman	Non-Executive & Independent	6	5
2	Mr. Chukka Siva Satya Srinivas	Member	Non-Executive & Independent	6	6

3	Mrs.Korpu 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 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 28thSeptember, 2022 to answer shareholders' queries.

During the financial year 2022-23, 06 (SIX) meetings of the Audit Committee were held
The dates on which the Audit Committee Meetings were held during FY 2022-23 are as follows:

Sr. No.	Date of Audit Committee meeting
1	27-05-2022
2	12-08-2022
3	03-09-2022
4	14-11-2022
5	13-02-2023
6	22-03-2023

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

B.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 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
The details of the composition of the Nomination & Remuneration Committee meeting and attendance by its members as on 31st March, 2023 are given below:

Sr. No	Name	Designation(s)	Category of Director	Number of meetings held during FY 2022-23	
				Held	Attended
1	Mr.Prathipati partha sarathi	Chairman	Non-Executive & Independent	4	3
2	Mr. Chukka Siva Satya Srinivas	Member	Non-Executive & Independent	4	4
3	Mrs.Korpu Venkata Kali Kanaka Durga	Member	Non-Executive & Independent	4	4

The dates on which the Nomination & Remuneration Committee Meetings were held during FY 2022-23 are as follows:

Sr. No.	Date of Nomination & Remuneration Committee meeting
1	22-04-2022
2	03-09-2022
3	13-02-2023
4	27-03-2023

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 of the company acts as a Secretary to the Committee

Performance Evaluation Criteria for Independent Directors:
The performance evaluation criteria for independent directors is determined by the Nomination and Remuneration committee.
Independent Directors are evaluated based on below mentioned criteria

I. their general understanding of the Company's business dynamics
II. global business and social perspective
III. professional ethics, integrity and values
IV. Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

The Nomination and Remuneration Committee laid down criteria for performance evaluation of all the Directors on the Board and recommended the same for evaluating the performance of each and every Director.

Board evaluates the performance of Independent Directors annually based on their participation at the Board and Committee meetings conducted during the year and the Nomination and Remuneration Committee Your recommends the appointment/re-appointment of the Independent Directors by assessing the role played by them in all the meetings they attended.

C.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.

ii) Review of measures taken for effective exercise of voting rights by shareholders.

iii) 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.

iv) 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.

v) 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, 2023, 53,36,70,374 Equity Shares of Rs. 01/- each representing 99.99% 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: **NOT APPLICABLE**

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') :**NOT APPLICABLE**

Composition, Meetings and Attendance of Stakeholders' Relationship Committee

The details of the Stakeholders' Relationship Committee meeting attended by its members as on 31st March, 2023 are given below:

Sr. No	Name	Designation(s)	Category of Director	Number of meetings held during FY 2022-23	
				Held	Attended
1	Mr.Prathipati Partha sarathi	Chairman	Non-Executive & Independent	4	3
2	Mr. Chukka Siva Satya Srinivas	Member	Non-Executive & Independent	4	4
3	Mrs.Korpu Venkata Kali Kanaka Durga	Member	Non-Executive & Independent	4	4

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.

During Financial Year 2022-23, 04 (Four) meeting of the Stakeholders' Relationship Committee were held

The dates on which the Stakeholders' Relationship Committee Meetings were held during FY 2022-23 are as follows:

Sr. No.	Date of Stakeholders' Relationship Committee meeting
1	22-04-2022
2	30-09-2022
3	20-10-2022
4	27-03-2023

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, 2023.

All investor complaints, which cannot be settled at the level of the Compliance Officer, will be placed before the Committee for final settlement.

Number of shareholders' complaints received during the financial year2022-23: NIL

Number of complaints not solved to the satisfaction of shareholders: NA

Number of pending complaints: NIL

D.Risk Management Committee:

The company is listed out top 1000 listed entities, Determined on the basis of market capitalization as at the end of the immediate preceding financial year i.e. FY 2022-23

The Company has constituted the Risk Management Committee in line with the Listing Regulations as it is in the list of top 1,000 Companies in the country based on its market capitalization for the Immediately preceding financial year.

Business Risk Evaluation and Management is an on-going process within the Company.

The Company has a dynamic risk management framework to identify, monitor, mitigate and inimize risks as also to identify business opportunities.

The Committee is governed by a charter and its terms of reference comprises the following:

In order to comply regulation 21 of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 constituted "Risk Management Committee in the following manner

Sr.No.	Name of the Director/Member	Designation
1	Shri. Prathipati Parthasarathi (Independent Director & Audit Committee Chairman)	Chairman
2	Shri.Satya Srikanth Karaturi (Whole-Time Director)	Member
3	Shri. Dasigi Venkata Surya Prakash Rao (Executive Director)	Member

Objective of the Risk Management Policy:

- To embed the management of risk as an integral part of our business processes;
- To establish an effective system of risk identification, analysis, evaluation and treatment within all areas and all levels of the Company;
- To avoid exposure to significant financial loss;
- To contribute to the achievement of the Company's objectives; and
- To assess the benefits and costs of implementation of available options and controls to manage risk.
- The primary function of the Risk Management Committee is to assist the Board to manage the risk appetite of the Company in order to promote a balanced business model and growth.

The Committee oversees the identification of major areas of risk being faced by the Company, the development of strategies to manage those risks and reviews the risk management policies and their implementation.

Roles and responsibilities:
(1) To formulate a detailed risk management policy which shall include:

A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

Measures for risk mitigation including systems and processes for internal control of identified risks.

Business continuity plan.

(2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

Meeting and Attendance:
During the year under review, the Risk Management Committee of the Company had not meet since the committee was constituted on 30th May,2023.

SENIOR MANAGEMENT:
Particulars of the senior management including the changes therein since the close of the previous Financial year.

Sr.No.	Employee Name	Department	Designation	Date of Joining	Changes if any
1	Mr. Dasigi Venkata Surya Prakash Rao	Management	CFO	13/11/2019	--
2	Mr. Satya Srikanth Karaturi	Management	Whole-Time Director	14/02/2017	--
3	Mr.Chowda Reddy	Secretarial	Company Secretary	03/09/2020	--
4	Mr. Ganesh Kumar Pilla	Accounts & Finance	Manager-Accounts & Finance	01/04/2020	--
5	Mr. Suryanarayana Murthy Mutya	Human Recourse(HR)	Manager-HR	01/10/2021	--
6	Mr. Syed AzamJahi	Trading	Head-Trading	10/09/2021	--

REMUNERATION OF DIRECTORS
All pecuniary relationship or transactions of the non-executive directors
Non-Executive Directors including Independent Directors are entitled to sitting fee for the Board and Committee meetings attended by them and Commission not exceeding 1% of the net profits of your Company computed in the manner laid down in Section 198 of the Companies Act, 2013, which is approved by the shareholders.

a) Criteria of making payments to non-executive directors
Keeping in view the size, scale and complexity of the Company's operations and the level of involvement of the non-executive directors in the supervision and control of your Company and their guidance for the growth of the Company as members of the Board and also as Chairman or Members of the relevant Committees of the Board, the Board and Shareholders decided that such remuneration/commission should be commensurate with their roles which have undergone significant qualitative changes.

b) Disclosures with respect to remuneration (in addition to disclosures required under the Companies Act, 2013):

i. All elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc for the FY 2022-23:

Sr. No	Name of the Non-Executive Director	Sitting fees paid for the FY 2022-23 In Rs.	Commission for the FY 2022-23 In Rs.
1.	Shri. . Sethurathnam Ravi	3,00,000.00	NIL
2.	Shri. Ghanshyam Dass	3,00,000.00	NIL
3.	Shri. Sarat Kumar Malik	1,00,000.00	NIL
4.	Shri. Ramesh Raghavan Puducheri	1,00,000.00	NIL
5.	Mr.Prathipati Partha sarathi	--	NIL
6.	Mr. Chukka Siva Satya Srinivas	--	NIL
7.	Mrs.Korpu Venkata Kali Kanaka Durga	--	NIL

Details of Remuneration/salary, commission and other benefits to Executive Directors

Sr. No	Name of the Executive Director	Salary paid for the FY 2022-23 In Rs.	Perquisites and Allowances	Commission as % of profit FY 2022-23 In Rs.
1	Mr. Dasigi Venkata Prakash Rao	7,65,600.00	NIL	NIL
2	Mr.Satya Srikanth Karaturi	7,63,543.00	NIL	NIL
3	Mr.Suresh Tammineedi	9,00,000.00	NIL	NIL

ii) Details of fixed component and performance linked incentives, along with the performance criteria:
No Director is paid any fixed component nor performance linked incentives.

(iii) Service contracts, notice period, severance fees:
A separate contract of employment was entered with each of the Executive Directors with terms and conditions of appointment as per the HR Policy of the Company and approved by the Board.

(iv) Stock option details, if any including issue at a discount as well as the period over which accrued and over which exercisable:
During the financial year 2021-22 the company granted Employee stock options to the executive directors of the company in the following manner under "Spacenet Employee Stock Option Scheme-2021" convertible into Equity shares of Rs.01/- (Rupees One Only) of the company pursuant to the provisions of Companies Act, 2013 and Rules made thereunder and in accordance with the Regulations of SEBI (Share Based Employee Benefits And Sweat Equity) Regulations, 2021.

Sr. No	Name of the Executive Director	No of Options Granted
1	Mr. Dasigi Venkata Prakash Rao –Executive Director	900000
2	Mr.Satya Srikanth Karaturi-Whole Time Director	700000
3	Mr.Suresh Tammineedi- Executive Director	400000

Options granted under SPACENET Employee Stock Option Scheme 2021 shall vest over a period of 04 (Four) years in the Following Manner:

Vesting Period	Vesting proportion
End of one year from the date of grant	60% of options granted
End of two years from the date of grant	15% of options granted

End of three years from the date of grant	15% of options granted
End of Four years from the date of grant	10% of options granted

During the financial year 2022-23 the company Allotted equity shares to the executive directors of the company in the following manner up on exercising of above mentioned Employee stock options under "Spacenet Employee Stock Option Scheme-2021" pursuant to compliance of Companies Act,2023 and SEB Regulations

Sr. No	Name of the Executive Director	No of Options Vested	No of Options Exercised	No of Equity Shares Allotted upon exercise of options.
1	Mr. Dasigi Venkata Prakash Rao –Executive Director	5,40,000	5,40,000	5,40,000
2	Mr.Satya Srikanth Karaturi-Whole Time Director	4,20,000	4,20,000	4,20,000
3	Mr.Suresh Tammineedi-Executive Director	2,40,000	2,40,000	2,40,000

GENERAL BODY MEETINGS:

Annual General Meetings (AGMs) for the financial year ended 31st March, 2022 and 31st March,2021 were held through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) mode Pursuant to MCA & SEBI Circulars and details regarding time and special resolutions passed in the respective AGMs are as tabled below:

Financial Year Ended	Date-Day-Time- Venue	Special Resolutions passed at the AGMs by the Shareholders
31st March, 2022	Date:28-09-2022 Day: Wednesday Time: 02:00 (PM) Venue: At Regd Office of the company Plot No.114, Survey No.66/2, Raidurgam, Prasanth Hills, Gachibowli, Nav Khalsa, Serilingampally, Ranga Reddy, Hyderabad-500008,Telangana, IndiaHeld through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	1.To Re-Appoint Mr. Dasigi Venkata Surya Prakash Rao (Din: 03013165) As An Executive Director Of The Company 2.To consider the continuation of directorship of mr. Prathipati partha sarathi who will attain the age of seventy-five (75) in this financial year 3.Payment of commission to non-executive independent directors of the company: 4.Increase In Authorized Share Capital Of The Company From Rs. 55,00,00,000/- (Rupees Fifty Five Crores Only) To Rs. 65,00,00,000/- (Rupees Sixty Five Crores Only) 5.Ratification Of "Spacenet Employee Stock Option Scheme- 2021 6.Approval For Raising Of Funds Through Private Placement Of Equity Shares By Way Of Qualified Institutional Placement (QIP):

31st March, 2021	Date: 24-09-2021 Day: Friday Time: 04:00PM (IST) Venue: At Regd Office of the company Plot No.114, Survey No.66/2, Raidurgam, Prasanth Hills,Gachibowli, Nav Khalsa, Serilingampally, Ranga Reddy, Hyderabad-500008,Telangana, IndiaHeld through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	1).To amend the main objects clause of the memorandum of association (MOA) of the Company 2).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) 3).Adoption Of New Set Of Memorandum Of Association (Moa) Under The Provisions Of The Companies Act, 2013 4).Alteration Of The Articles Of Association (AOA) Of The Company 5).Approval of spacenet employee stock option scheme- 2021: 6).To approve conversion of loan into equity: 7).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 8).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: 9). 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
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.

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.

Note: During the financial year under review 2022-23 an Extra Ordinary General Meeting (EGM) of the Members has been conducted on Saturday, January 28th, 2023 at 02:00 PM (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") and the following special resolution was passed

"To create, offer, issue and allot convertible equity warrants on preferential basis"

DIVIDEND HISTORY (EQUITY SHARES): During Financial Year 2022-23, The Board has not recommended any Dividends

MEANS OF COMMUNICATION:

(a) Quarterly results:

The quarterly, half-yearly and annual results of the Company were published by your 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.

(b) Newspapers wherein results normally published:

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

(c) Any website, where displayed:

The results are also displayed on your Company's website: http://spacenetent.com/

(d) Whether it also displays official news releases:

Official press releases/ news are sent to the Stock Exchanges i.e. National Stock Exchange of India Limited, where the shares of your Company were listed and the same are hosted on the website of your Company.

(e) Presentations made to institutional investors or to the analysts:

The presentations to institutional investors or to the analysts are covered in your Company's website and will be intimated to the Stock Exchanges.

GENERAL SHAREHOLDER INFORMATION

The 13th Annual General Meeting of your company will be held on 28th day of September, 2023 at 12:00 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), for details, please refer to the Notice of the AGM.

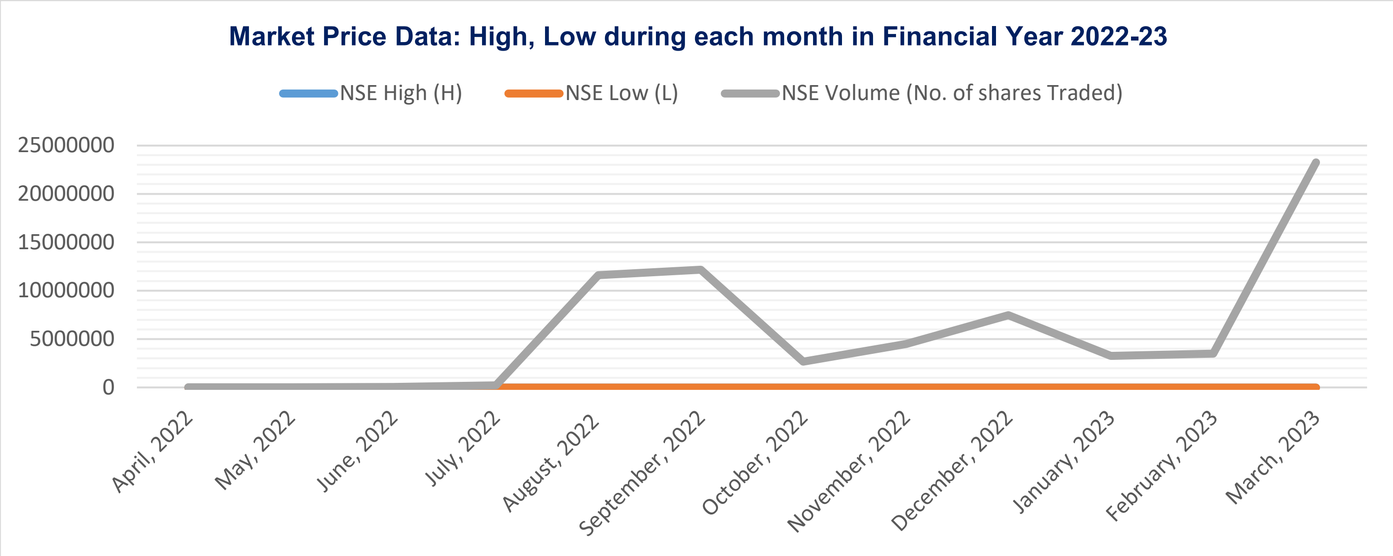
Company Registration	CIN: L72200TG2010PLC068624
Registered Office Address & Address for correspondence	Plot No.114, Survey N o.66/2, Street No.03, Raidurgam, Prasanth Hills, Gachibowli, Nav Khalsa , Serilingampally , Ranga Reddy, Hyderabad-500008,Telangana, India
Mail:	info@spacenetent.com cs@spacenetent.com
Ph;	040- 48579444, 040- 48578444
Website:	http://spacenetent.com/
Financial Calendar	1st April, 2022 to 31st March, 2023
dividend payment date	NA
Results for the quarter ending	
30th June 2022	12-08-2022

30th September 2022	14-11-2022
31st December 2022	13-02-2023
31st March 2023	30-05-2023
13th AGM Date	Thursday, 28th September, 2023
Date of Book closure	from Friday, 22nd September,2023 to Thursday,28th September, 2023 (both days inclusive)
Record Date/ Cut-off date for e-voting	Thursday,21st September, 2023
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 2023-24	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, Hyderabad - 500 001.,Phone: +91 040-2320 3155 E-mail: rta@cilsecurities.com

Market Price Data: High, Low during each month in Financial Year 2022-23.

High, low during each month and trading volumes of the Company's Equity Shares during the last financial Year 2022-23 at the National Stock Exchange of India Limited (NSE) are as under:

Month	NSE		
	High (H)	Low (L)	Volume (No. of shares Traded)
April, 2022	2.40	2.30	22,796
May, 2022	2.50	2.40	18,751
June, 2022	3.60	2.50	49,135
July, 2022	9.10	3.75	2,26,179
August, 2022	21.65	8.65	1,16,07,408
September, 2022	24.75	16.85	1,21,47,847
October, 2022	20.90	16.40	26,74,585
November, 2022	26.10	21.05	44,89,633
December, 2022	30.90	20	74,54,070
January, 2023	29.95	24.50	32,71,692
February, 2023	27.05	18.85	34,86,381
March, 2023	22.75	16.30	2,32,58,182

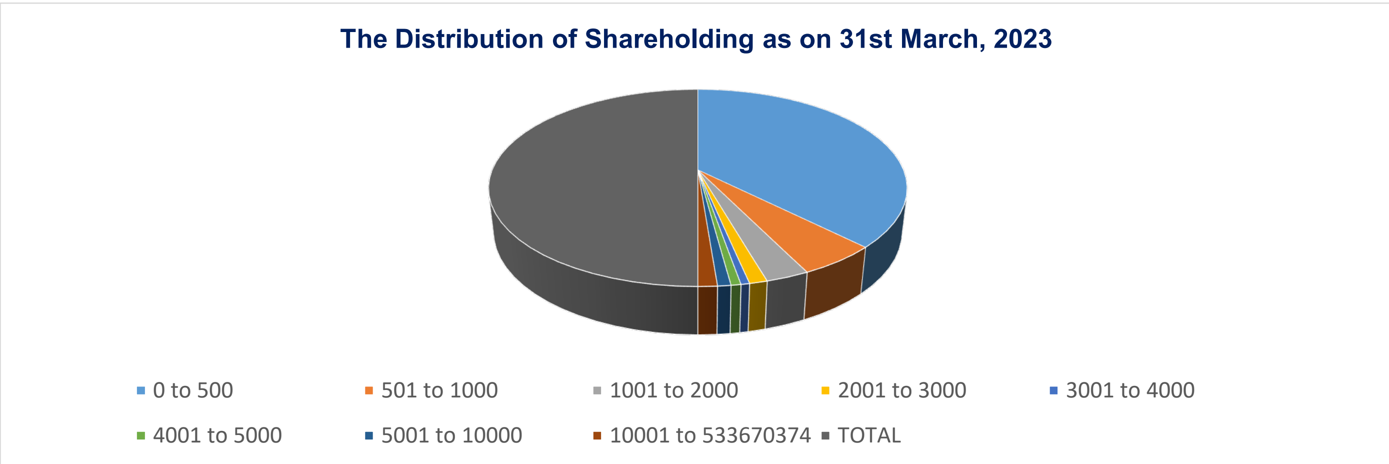


Share price performance in comparison to broad-based indices

Particulars	SPACENET Share Price (in ₹)	NIFTY
As on 1 April 2022	2.30	17,436.90
As on 31 March 2023	16.15	17,359.75
Changes (%)	14	-0.44

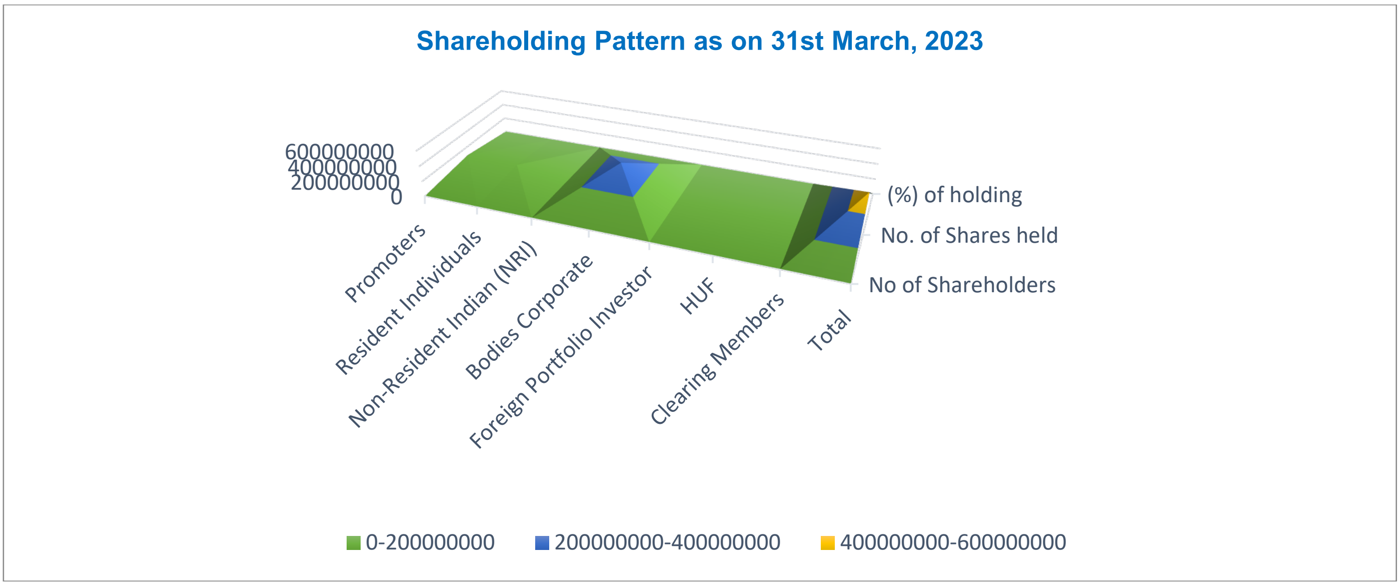
The Distribution of Shareholding as on 31st March, 2023 is as follows:

Number of shares Category	Number of shareholders		Equity Shares held in each category	
	Holders	% Held	Total No. of Shares	% Held
0 to 500	17153	74.96	2457623	0.46
501 to 1000	2389	10.44	2061111	0.39
1001 to 2000	1298	5.67	2073716	0.39
2001 to 3000	532	2.32	1388751	0.26
3001 to 4000	257	1.12	939328	0.18
4001 to 5000	292	1.28	1408855	0.26
5001 to 10000	393	1.72	3020777	0.57
10001 to 533670374	570	2.49	520320213	97.50
TOTAL	**22884**	**100.00**	**533670374**	**100.00**



Shareholding Pattern as on 31st March, 2023 is as follows:

Category	No of Shareholders	No. of Shares held	(%) of holding
Promoters	6	88104371	16.51
Resident Individuals	22,006	76767253	14.39
Non-Resident Indian (NRI)	146	511408	0.09
Bodies Corporate	244	365622237	68.51
Foreign Portfolio Investor	1	900000	0.17
HUF	26	65043	0.01
Clearing Members	2	1700062	0.32
Total	**22431**	**533670374**	**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, 99.99% of the Company's Shares are dematerialised as on 31st March, 2023.

Securities suspended from trading:

During the FY 2022-23 the scrip "SPCENET" is trading on regular basis and no securities of the company are suspended from trading during the period.

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

The Company has not issued any GDRs/ADRs/ during the FY 2022-23.

During the Financial Year 2022-23 The Board vide its meeting dated on 04th January, 2023 approved to issue 4,65,50,000 (Four Crores Sixty-Five Lakhs Fifty Thousand) convertible Equity warrants at Rs. 20 (Rupees Twenty Only) per warrant for an aggregate consideration of Rs. 93,10,00,000 (Rupees Ninety-Three Crores Ten Lakhs Only). Each warrant will be convertible into, or exchangeable for 1 (one) fully paid-up equity share of face value of Re. 1/- (Rupees One Only) each, which may be exercised in one or more tranches during the period commencing from the date of allotment of the warrants until expiry of 18 (eighteen) months.

Preferential Issue Allotment committee of the Board of Directors of the Company (constituted vide board meeting dated on 04th January, 2023) at its meeting held on February 11, 2023 1,48,00,000 Warrants convertible into equivalent number of Equity Shares, at an issue price of Rs. 20 per Warrant. Paid up value of per Warrant is Rs. 10 which is Min 50% of the issue price aggregating up-to Rs. 14,80,00,000 Each Warrant will be convertible into, or exchangeable for 1 (one) fully paid-up equity share of face value of Re. 1/- (Rupees One Only) each, and the rights attached to the Warrant may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months upon payment of balance consideration.

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: NOT APPLICABLE

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: NOT APPLICABLE

Debenture Trustees (for privately placed debentures): NOT APPLICABLE

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 &Forex Team ensures appropriate financial risk governance framework for the Company through appropriate policies and procedures and that financial risks are identified, measured and managed.

Major Plant Locations: NOT APPLICABLE

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

1.	**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 48579444, 040 48578444 E-mail: cs@spacenetent.com Website: http://spacenetent.com/	**2.**	**CIL Securities Limited (RTA)** 214, Raghava Ratna Towers, Chirag Ali Lane, Hyderabad - 500 001. Phone: +91 040-2320 3155 E-mail: rta@cilsecurities.com

list of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad:

NOT APPLICABLE

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, and secretarial Auditor of the company.

I. confirming compliance with the conditions of Corporate Goverance as stipulated under SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 is attached to the Directors' Report and forms part of this 13th 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 13th Annual Report.

III. Secretarial Audit Report ofthe Company for the year 2022-23. Their Audit Report confirms that the Company has complied with the applicable provisions of the Companies Act 2013 and the Rules made thereunder, 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. Carryout 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 courseof 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 all the requirements of the Stock Exchanges as well as the regulations and guidelines prescribed by the Securities and Exchange Board of India (SEBI) and the provisions of Companies Act,2013 and rules made thereunder and also complied all the necessary and relevant laws applicable to the company.

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(LISTINGOBLIGATIONSANDDISCLOSURE REQUIREMENTS)REGULATIONS,2015.THESTATUSOFCOMPLIANCEWITHTHEDISCRETIONARYREQUIREMENTSUNDER REGULATION 27(1) OF SEBI LISTING REGULATIONS ARE ASUNDER:

Discretionary Requirements:

Discretionary Requirements:

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

i.The Board: Maintenance of Office to the Non-executive Chairperson at the Company's expense:
The Non- Executive Chairman has a separate office which is not maintained by the Company.

ii.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 also submitting to BSE and NSE.

iii. Modified opinion(s) in audit report: There are no modified opinions in the Audit Reports.

iv. Separate Posts of Chairman and the Managing Director or the CEO: The Office of (i) Chairman (ii) Managing Director/Whole-Time Director are held by different persons.

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

Web link where policy for determining 'material' subsidiaries is disclosed
The Policy on Material Subsidiaries as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as approved by the Board is available on the website of your Company which may be accessed at http://spacenetent.com/

Web link where policy on dealing with related party transactions;
The particulars of transactions between your Company and its related parties are set out at Notes to financial statements.

However these transactions are not likely to have any conflict with the Company's interest. The Policy on materiality of Related Party Transactions and on dealings with Related Party Transactions as approved by the Board is uploaded on the website of your Company and the weblink is http://spacenetent.com/

Disclosure of commodity price risks and commodity hedging activities
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 & Forex Team ensures appropriate financial risk governance framework for the Company through appropriate policies and procedures and that financial risks are identified, measured and managed.

Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):-
The Board vide its meeting dated on 04th January, 2023 approved to issue 4,65,50,000 (Four Crores Sixty-Five Lakhs Fifty Thousand) convertible Equity warrants at Rs. 20 (Rupees Twenty Only) per warrant for an aggregate consideration of Rs. 93,10,00,000 (Rupees Ninety-Three Crores Ten Lakhs Only). Each warrant will be convertible into, or exchangeable for 1 (one) fully paid-up equity share of face value of Re. 1/- (Rupees One Only) each, which may be exercised in one or more tranches during the period commencing from the date of allotment of the warrants until expiry of 18 (eighteen) months.

Preferential Issue Allotment committee of the Board of Directors of the Company (constituted vide board meeting dated on 04th January, 2023) at its meeting held on February 11, 2023 1,48,00,000 Warrants convertible into equivalent number of Equity Shares, at an issue price of Rs. 20 per Warrant. Paid up value of per Warrant is Rs. 10 which is Min 50% of the issue price aggregating up-to Rs. 14,80,00,000 Each Warrant will be convertible into, or exchangeable for 1 (one) fully paid-up equity share of face value of Re. 1/- (Rupees One Only) each, and the rights attached to the Warrant may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months upon payment of balance consideration.

The above mentioned funds are utilized in the following manner:

Sr.No.	Utilization of funds	INR in Crore
1.	Investments in Bill Mart Fintech Pvt Ltd	10
2.	Working Capital	2.99
3.	Balance	1.81
	TOTAL	**14.8**

Certificate from a company secretary in practice:

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/MinistryofCorporateAffairsoranysuchstatutoryauthorityhasbeenenclosedasseparatelyto 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 Financial year 2022-23 and the Board considered and accepted and approved all 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 2022-23 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 Rs. 21.25 lakhs

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 FY2022-23.

a. number of complaints filed during the financial year -NIL
b. number of complaints disposed of during the financial year -NA
c. number of complaints pending as on end of the financial year-NA

Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount':

During the year under review there are no 'Loans and advances in the nature of loans to firms/companies in which directors are interested.

Details of material subsidiaries of the listed entity:

For the FY 2022-23 there is no material subsidiary company, however w.e.f. FY 2023-24 Following Company became material subsidiary of the company.

Name of the Material Subsidiary	Thalassa Enterprises Limited
Date & Place of Incorporation	22/12/2011 & ROC-Hyderabad
Name of Statutory Auditors	Navitha & Associates , Chartered Accountants (FRN012026S)
Date of Appointment	28-09-2018

Non-compliance of any requirement of corporate governance report, with reasons thereof:
All the corporate governance requirements are complied with

The corporate governance report shall also disclose the extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted
Discretionary Requirements:

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

ii. 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 also submitting to NSE.

iii. Modified opinion(s) in audit report: There are no modified opinions in the Audit Reports.

iv. Separate Posts of Chairman and the Managing Director or the CEO: The Office of (i) Chairman (ii) Managing Director/Whole-Time Director are held by different persons.

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

DisclosuresofcompliancewithcorporategovernancerequirementsspecifiedinRegulation17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 are asfollows:

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	yes
22	Vigil mechanism	Yes
23	Related party transactions	Yes
24	Corporate Governance requirements with respect to Subsidiary of listed entity	Yes
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 positionsandcommercialtransitionspursuanttoRegulation26(2)(5)and(6)ofListingRegulationisinplace. 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 IndependentDirectors

During the year under review, the Independent Directors met on 01st August, 2022, 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-ExecutiveDirectors.
- Evaluation of the quality, content and time lines off low of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform itsduties.

All the Independent Directors were present at the Meeting.

Policy for determining materiality of an event/information& formaking disclosures to StockExchanges:

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 ofDocuments:

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 SubsidiaryCompanies:

Mr. Chukka Siva Satya Srinivas, Mr. Korpu Venkata Kali Kanaka Durga have been appointed as Independent Directors on the Board of M/s. Thalassa Enterprises Limited, non-listed subsidiary company.

Prohibition of Insidertrading:

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 thecode.

ThecodeisapplicabletoDesignatedPersonsandtheirimmediaterelativeswhoarelikelyormayreasonably be expected to have access to the unpublished price sensitive information relating to the Company and the same is being implemented as a self-regulatorymechanism.

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

Complianceunder SEBI(ListingObligationsandDisclosureRequirements)Regulations,2015pertainingto mandatory requirements and Certificate on Corporate Governance:

As required under SEBI Listing Regulations, theCertificate 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 13th Annual General Meeting-2023.

TheWhole-Time Director/the Chief FinancialOfficer (CFO) havecertifiedtotheBoardinaccordancewithRegulation 33(2)(a) of SEBI Listing Regulations pertaining to CEO/CFO certification for the Financial Year ended 31st March, 2023 and the same is annexedherewith.

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, 2023.

For Specenet Enterprises India Limited

Sd/-
Sethurathnam Ravi
Chairman
DIN:00009790

Date: 12-08-2023
Place: Hyderabad

For Specenet Enterprises India Limited

Sd/-
Satya Srikanth Karaturi
Whole Time Director
DIN: 07733024

CERTIFICATION BY WHOLE-TIME DIRECTOR (WTD) / CHIEF FINANCIAL OFFICER (CFO)

We have reviewed the financial statements and the cash flow statements for the year ended 31st March, 2023 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, 2023 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: 12-08-2023
Place: Hyderabad

For Specenet Enterprises India Limited

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

CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER REGULATION 34(3) - SCHEDULE V - (E) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

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

I have examined the compliance of the conditions of Corporate Governance by Spacenet Enterprises India Limited ('the Company') for the year ended on March 31, 2023, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub- regulation (2) of Regulation 46 and para-C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. My examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the financial year ended on March 31, 2023.

I further state that such compliance 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/-
Balaramakrishna Desina
Company Secretary in Practice

M. No.: FCS 8168
C.P No.: 22414
Peer Reviewed UIN. 12019TL1988700
UDIN: F008168E000742616

Date: 04-08-2023
Place: Hyderabad.

CERTIFICATE PURSUANT TO THE PROVISIONS OF REGULATION 34(3) READ WITH 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, Prasanthhills, Navkhalsa, Serilingampally, Hyderabad, Rangareddi, Telangana – 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 31stMarch, 2023 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.	Mr. Prathipati Parthasarathi	00004936	30/04/2021
02.	Mr. Suresh Tammineedi	00952079	03/09/2020
03.	Mr. Dasigi Venkata Surya Prakash Rao	03013165	13/11/2019
04.	Mr. Chukka Siva Satya Srinivas	07177166	23/05/2019
05.	Mr. Satya Srikanth Karaturi	07733024	14/02/2017
06.	Mrs. Korpu Venkata Kali Kanaka Durga	08640661	18/12/2019
07.	Mr.Sethurathnam Ravi	00009790	29/10/2022
08.	Mr.Ghanshyam Dass	01807011	29/10/2022
09.	Mr.Sarat Kumar Malik	09791314	04/01/2023

* The date of appointment is as per MCA portal.

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/-
Balaramakrishna Desina
Company Secretary in Practice
M. No.: FCS 8168
C.P No.: 22414
Peer Reviewed UIN. 12019TL1988700
UDIN: F008168E000742539

Date: 04-08-2023
Place: Hyderabad.

Annexure-2

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

GLOBAL ECONOMIC OVERVIEW

Global economic growth slowed down to 3.4% in 2022 as per International Monetary Fund (World Economic Outlook Apr 2023) compared to 6.2% in 2021. The year saw geopolitical uncertainty with the prolonged Russia-Ukraine conflict and economic challenges leading to disruptions in the global supply chain and elevated inflation with increase in commodity and energy prices. This prompted central banks to aggressively tighten their monetary policy, which further impacted economic activity

Analysts estimate that 2023 will continue to see the above issues playing out leading to a further slowdown in economic growth and a mild recession in the UK as well as potentially in the Euro area.

The UK has been impacted by an increase in cost-of living, dampening household's purchasing power And on sumption, as well as tighter fiscal and monetary policy. Current estimates project global recovery in the second half of 2023, with moderation of inflation and re-opening of the Chinese economy.

We have already started seeing cooling-off of fuel and commodity prices as well as global container Freight rates.

However, risks remain to this outlook with the stress seen in banking systems in the US and Europe in The last few months, potentially getting aggravated with extended high inflation levels and triggering Further rounds of rate hikes and adversely impacting the business environment. There is also continued uncertainty on a resolution of the Russia-Ukraine conflict further impacting energy markets and disrupting the supply demand balance

INDIAN ECONOMY REVIEW

Despite global volatility, the Indian economy grew by 6.8% in 2022 – making it the fifth largest economy globally in terms of nominal GDP (US dollars). This growth has been supported by: (1) reduction in Covid-19 cases leading to opening up of the economy; (2) expansion of manufacturing footprint by both global and Indian firms, aided by Government policies (eg Production Linked Incentive (PLI) Scheme, PM Gati Shakti, corporate tax cuts); (3) capex recovery; and (4) cyclical upturn in many sectors (eg Banking, Auto). India's digital infrastructure has strengthened in the last few years and the widespread adoption of real-time digital payments is estimated to have unlocked 0.56% of GDP1

However, inflation headwinds were also felt by the Indian economy with increase in crude oil prices and we saw interest rate hikes done were by the Reserve Bank of India to control inflation. The Indian rupee weakness against the US dollar also added to the inflationary pressures.

According to the International Monetary Fund, Indian economy is projected to deliver robust growth of 5.9% for 2023, highest amongst the emerging economies, driven by strong domestic demand and healthy consumption growth supported by an improvement in labour market conditions, increasing consumer confidence, an expected recovery in rural demand and higher purchasing power with moderating of inflation. In the Union Budget for FY2023-24, the government announced a 33% increase in capex allocation to INR 10 trillion, which is expected to boost private investments. The Budget has also targeted a lower fiscal deficit in FY2023-24 at 5.9% and the government has committed to bring it down to below 4.5% by FY2025-26.

Risks to the outlook remain with weakness in the global economy impacting exports, volatility in food and crude oil prices, slowdown in private consumption and aggressive monetary tightening by global central banks to moderate inflation

For India, 2022 was special. It marked the 75th year of India's Independence. India became the world's fifth largest economy, measured in current dollars.

In real terms, the economy is expected to grow at 7 per cent for the year ending March 2023. This follows an 8.7 per cent growth in the previous financial year. The rise in consumer prices has slowed considerably.

The annual rate of inflation is below 6 per cent. Wholesale prices are rising at a rate below 5 per cent. The export of goods and services in the first nine months of the financial year (April – December) is up 16 per cent compared to the same period in 2021-22.

The Indian economy, however, appears to have moved on after its encounter with the pandemic, taging a full recovery in FY22-23 ahead of many nations and positioning itself to ascend to the pre-pandemic growth path in FY23

The Capital Expenditure (Capex) of the central government, which increased by 63.4 per cent in the first eight months of FY23, was another growth driver of the Indian economy in the current year, crowding in the private Capex since the January-March quarter of 2022

A sustained increase in private Capex is also imminent with the strengthening of the balance sheets of the Corporates and the consequent increase in credit financing it has been able to generate.

India's recovery from the pandemic was relatively quick, and growth in the upcoming year will be supported by solid domestic demand and a pickup in capital investment

The financial system stress experienced in the second decade of the millennium, evidenced by ising nonperforming assets, low credit growth and declining growth rates of capital formation, caused by excessive lending witnessed in the first decade-plus, is now behind us. Aided by healthy financials, incipient signs of a new private sector capital formation cycle are visible.

More importantly, compensating for the private sector's caution in capital expenditure, the government raised capital expenditure substantially. Budgeted capital expenditure rose 2.7X in the last seven years, from FY16 to FY23, re-invigorating the Capex cycle. Structural reforms such as the introduction of the Goods and Services Tax and the Insolvency and Bankruptcy Code enhanced the efficiency and transparency of the economy and ensured financial discipline and better compliance.

GLOBAL TRADE

The World Trade Organization (WTO) in October 2022 had projected the world merchandise trade volume to grow by 3.5 per cent in 2022 and 1.0 per cent in 2023, as compared to a high growth of 9.7 per cent in 2021. While the forecast of 3.5 per cent for 2022 is slightly better than 3.0 per cent forecasted in April 2022, the forecast of 1.0 per cent for 2023 is a sharp fall from 3.4 per cent forecasted in April 2022.

Significant regional disparities persist, with some regions falling well short of the global average. The latest projections of WTO show the Middle East to have the strongest trade volume growth in 2022 for export as well as imports.

However, both exports and imports of Commonwealth of Independent States (CIS) is projected to record negative growth in 2022.

Global trade after witnessing a strong recovery post-pandemic is slowing sharply, as the global economy faces multiple challenges. Global trade, especially goods trade slowed in 2022 as supply chains continued to get disrupted by the lingering effects of the pandemic along with the geopolitical tensions. As per World Trade Organization (WTO), world merchandise trade volume is expected to grow 3.5 per cent in 2022 and 1.0 per cent in 2023, as compared to 9.7 per cent in 2021.

The WTO's current forecast of 3.5 per cent growth in the volume of world merchandise trade in 2022 is slightly stronger than the 3.0 percent forecast in April. In contrast, the forecast of 1.0 per cent for 2023 is a significant decrease from the earlier projection of 3.4 per cent. There are numerous and inter-related risks to the forecast on account of rising uncertainties and deteriorating economic conditions

Trade patterns have varied across regions/ countries. On the export side, the Middle East is expected to record the strongest growth followed by Africa, North America, Asia, Europe and South America in 2022. In contrast, CIS exports are expected to decline in 2022. On the import side too, Middle East is expected to record highest growth, followed by North America, Africa, South America, Europe and Asia

INDIA'S MERCHANDISE TRADE

India's Merchandise exports had shown resilience and continue to offer bright prospects for India's growth revival, despite multiple challenges. Merchandise exports touched a record US$ 422 billion in 2021-22 surpassing the US$ 400 billion target set for the year and registering an impressive growth of 44.62 per cent over US$ 291.8 billion during 2020-21.

A national effort with whole of Government approach and interactions with all stakeholders - line Ministries/ Departments, State Governments, Indian Mission abroad, Export Promotion Councils, Exporters and Industry Associations were held to achieve this target.

A similar approach has again been followed to monitor and boost exports in 2022-23. During April-December 2022 (QE), merchandise exports were US$ 332.76 billion as against US$ 305.04 billion during April- December 2021.

Merchandise imports during 2021-22 registered an increase of 55.43 per cent from US$ 394.44 Billion in 2020-21 to US$ 613.05 Billion in 2021-22. Imports during April- December 2022 stood at US$ 551.70 billion as compared to US$ 441.50 billion during April- December 2021.

The trade deficit in 2021-22 was estimated at US$ 191.05 billion as against the deficit of 102.63 billion in 2020-21. In April- December 2022, trade deficit increased to US$ 218.94 billion from US$ 136.45 billion in April- December 2021.

The services sector has been the dominant sector in India's GDP, with significant contribution to exports and FDI. The pandemic has had a significant impact on the economic growth, however, the services sector has shown resilience to the economic disruptions. Services exports in 2021-22 stood at US$ 254.53 billion as compared to US$ 206.09 billion in 2020-21, with a growth of 23.5 per cent. India's services export is estimated at US$ 235.81 billion during April-December 2022 as compared to US$ 184.65 billion during April-December 2021, a positive growth of 27.71 percent.

Services imports were US$ 147.01 billion in 2021-22 as compared to US$ 117.52 billion in 2020-21, with a growth of 25.09 per cent. The estimated value of imports during April- December 2022 was US$ 134.99 billion as compared to US$ 105.45 billion during April- December 2021. A surplus of US$ 107.52 billion and US$ 100.82 billion was generated in services trade in 2021-22 and April- December 2022 respectively.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Commodity Markets:

The Economic Survey 2022-23 comes when global uncertainties are rife. Barely had the pandemic receded, and the war in Ukraine broke out in February 2022. Prices of food, fuel and fertiliser rose sharply. As inflation rates accelerated, central banks of advanced countries scrambled to respond with monetary policy tightening. Many developing countries, particularly in the South Asian region, faced severe economic stress as the combination of weaker currencies, higher import prices, the rising cost of living and a stronger dollar, making debt servicing more expensive, proved too much to handle.

In the second half of 2022, there was a respite for governments and households. Commodity prices peaked and then declined. In the near term, the acute pressure was relieved, although prices of some commodities (e.g., crude oil) remain well above their pre-pandemic levels. For countries dependent on imports, priced and payable in dollars, a global slowdown led by the United States (US) offers a triple relief. Commodity prices decline, and US interest rates peak, as does the US dollar. Capital and current account imbalances abate

The country's retail inflation had crept above the RBI's tolerance range in January 2022. It remained above the target range for ten months before returning to below the upper end of the target range of 6 per cent in November 2022. During those ten months, rising international commodity prices contributed to India's retail inflation as also local weather conditions like excessive heat and unseasonal rains, which kept food prices high.

The government cut excise and customs duties and restricted exports to restrain inflation while the RBI, like other central banks, raised the repo rates and rolled back excess liquidity.

Inflationary pressures dominated the global economic landscape in FY23. The build-up of price pressures occurring in tandem with the economic recovery in FY22 from the pandemic was long viewed as transient. It was expected to abate as supply chains normalised. The debate on said transience was put to rest by the conflict that erupted in Europe in February 2022. It resulted in commodity prices soaring and added significantly to the prevailing inflationary pressures.

This development has triggered the current sharp and synchronous monetary tightening cycle Setting the context, this chapter will review India's monetary developments and the performance of the financial system in the current financial year

The Russia-Ukraine conflict triggered disruptions to the supply of commodities, especially energy, base metals and food commodities. As a result, a sudden jump in the prices of crude oil and some base metals like Nickel and Aluminium was witnessed. However, commodity prices have seen a sharp correction as the Federal Reserve started increasing interest rates in March 2022 to combat rising inflation. Compared to 31st March 2022, the price of MCX iCOMDEX Base Metal Index declined by 19.1 per cent by the end of November 2022, followed by the bullion index (-3.5 per cent) and Energy index (-1 per cent). The prices of Aluminium, Copper, Zinc and Nickel at MCX also declined as of November 2022, compared to March 2022.

India's inflation management has been particularly noteworthy and can be contrasted with advanced economies that are still grappling with sticky inflation rates. Due to the anticipated slowdown in advanced economies, inflation risks coming from global commodity prices are likely to be lower in FY24 than in FY23

FINANCIAL SERVICES & FIN-TECH INDUSTRY

In recent times, India's mature and well-diversified financial sector has been expanding rapidly on the strength of Technology, policy and regulatory facilitation. There has been an influx of new entities and the range of offerings and geographic reach have been increasing too.

FICCI characterised India's financial sector as one of the fastest growing sectors in the economy, pointing out that it has witnessed increased private sector activity, including an explosion of foreign banks, insurance companies, mutual funds, and venture capital and investment institutions.

Today, the financial services industry in India comprises new-age Fin-tech start-ups and payment banks, in addition to more conventional entities like commercial banks, insurance companies, non-banking financial companies, co-operatives, pension funds, mutual funds and other smaller financial entities.
There have been various initiatives by the government, RBI, SEBI and other regulators, to ensure that the Indian financial sector evolves into a strong, transparent and resilient system that meets the financial needs of individuals as well as enterprises, across the country.

Competition has played a role in the development of the sector too. With the introduction of several new instruments and products as well as the entry of new players, even existing players have had to upgrade their product offerings and distribution channels.

Financial intermediaries are also moving to internationally acceptable norms and this has given a fillip to the development and modernisation of the financial sector

As a fallout of the pandemic, all segments of the financial services industry were pushed to innovate and adopt technology in products and services, processes and operations and for customer connect. A wave of digital transformation swept over the industry and with it, every Indian with a smartphone and internet connectivity gained access digitally to a range of products and services including application of loans, completing e-KYC, opening bank accounts, etc.

Going forward, the key engines that will drive the Indian financial services industry forward will be:

- Growing demand on account of rising incomes
- Overall economic growth Innovation and customisation in products and services
- Policy support, which can facilitate greater efficiency and Transparency in every segment
- Greater financial inclusion of both individuals and enterprises, which have hitherto been outside the net of the formal financial sector.

DIGITAL TECHNOLOGY ROLE IN THE FIN-TECH INDUSTRY
Over the years, India's financial sector landscape has become more digital, making it more accessible and friction-free for users. According to a report by Niti Aayog, titled 'Connected Commerce: Creating a Roadmap for a Digitally Inclusive Bharat', India is seeing an increasing digitalisation of financial services, with consumers shifting from cash to cards, wallets, apps, and UPI, thanks largely to the advent of Fin-tech companies and availability of economical internet connectivity and smartphones.

The growth and expansion of the Fin-tech ecosystem in India is being aided by a number of factors, including the growing availability of smartphones, increased internet access, and high-speed connectivity.

Through specialised software and algorithms, Fin-tech companies have been enabling the financial sector to manage their operations, processes and customer interfaces.

More importantly, they have addressed critical structural issues afflicting Indian financial services to enable increased outreach, improved customer experiences, reduced operational friction and greater adoption and usage of the digital channels.

Looking ahead, the opportunity for Fin-tech lies in expanding the market, shaping customer behaviour, and effecting long term changes in the financial industry.

A report by Boston Consulting Group and FICCI report, titled 'India Fin-tech: A $100 billion Opportunity' states that India is well-positioned to achieve a Fin-tech sector valuation of US$ 150-160 billion by 2025, implying a US$ 100 billion in incremental value creation potential.

To achieve this goal, India's Fin-tech sector will need investments of US$ 20-25 billion over the next few years, according to the report.

Niti Aayog foresees India emerging as the hub of digital financial services globally, with solutions like UPI growing tremendously and being hailed as instrumental in bringing affordable digital payment solutions to the last mile.

SPACENET OUTLOOK

Spacenet enterprises India Limited is engaged in the business of development of Software tools and platforms providing fast, flexible and reliable commodities trading tools and to invest, acquire and to deal in gold, and other 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.

Further the company will Build, Invest, Support and unlock the value of Fin-tech Companies Powering Trade-Fi Solutions & Trade-Fi Services.

Trade finance has historically been a specialist financing type, the specialist knowledge has led to specialised traders who have a knowledge of re-selling or transferring the commodity risk and the company

- Leverage the technology and specialist approach in structured trade and commodity market
- Cover Forex Risk, we arrange Import/Export supply chain finance
- Offer Buyers Credit/Suppliers Credit from major Banks
- Complete Supply chain cycle
- Work with the best Commodity companies, Traders, Bankers, Industries, Insurers, Re-insurers and power the whole supply chain financing in order to maintain client confidence
- Registered and work with all the RBI approved Fintech TREDS platforms

OPPORTUNITIES

Given the slew of reforms being witnessed in the commodity derivatives market, your Company sees a number of opportunities coming it's way and has the potential to reap the benefits thereof as and when they present themselves. A number of these opportunities are arising from positive policy action directed at the growth and Development of the commodity derivatives market.

SEBI Board has approved FPIs participation in commodity derivative market and soon SEBI will be issuing guidelines in this regard. When this important category of institutional participants is allowed in India's commodity derivatives market, this can enhance the depth in the market and also inject much-needed liquidity in the far-month contracts.

Invoice discounting/ Bill discounting platforms:

97% of the SMEs in India experienced late payment on the Invoices. 56% of Indian MSME are dealing with working capital issues due to the late payment on their invoices. Invoice discounting is a source of working capital finance for the seller of goods on credit. Bill discounting is an arrangement whereby the seller recovers an amount of sales bill from the financial intermediaries before it is due. Such intermediaries charge a fee for the service. This practice of discounting bills globally is much more prevalent than we think and has been a recognized mode of alternative financing in the developed nations. With the changing time, a need for seamless working capital flow has been identified on a global level.

Bill discounting is becoming the best form of getting working capital as there are no collaterals, and it is cost-effective and time-efficient. It also gives the added benefit of using the hidden items in balance sheet, such as receivables, to get the much needed cash. And with SMEs emerging on a daily basis, bill discounting and its advantages have become the need of the hour. The gap between the funding requirement in India and the availability is as wide as Rs 2.9 trillion! So obviously, a need arose to bridge the gap. Since traditional banking systems weren't able to keep up with the pace of changing trends, alternative financing solutions such as invoice discounting came up to solve the working capital issues

Invoice discounting/ bill discounting is an alternative way of lending. Invoice discounting is the practice of using a company's unpaid accounts receivable as collateral for a loan, which is issued by a finance company.

Your company is focusing to be an aggregator in this field and your company have good access to corporate companies and will connect the Banks & NBFCs to get the working capital funding for MSME's/SME's and small vendors.

The market size of Indian invoice discounting market is around USD 100 billion. The small and medium enterprises are discounting bills worth more than Rs 1,200 crore a month as they try to improve their working capital needs with the Non-Banking Finance Companies holding back from lending. So the need for an aggregator who can connect the buyer with multiple investors is added advantage and your company has initiated for a successful aggregator in the invoice/bill discounting markets.

THREATS

Cybersecurity Threats

Cyber security threat is increasingly becoming critical with new threats that seek to exploit any vulnerability in the systems of Exchanges and Clearing Corporations. In view of such threats, your Company is continuously monitoring, evaluating and implementing various security solutions for early identification, detection, quick protection, response and recovery from all such cyber-attacks.

The financial services landscape in India is largely controlled by banks and NBFCs.

The role of private banks has been crucial and the government's role in issuing new banking licenses was an important inflection point.

However, there is still a huge gap between demand and supply of finance, especially for small and mid-sized companies. Of course, lending against collateral is one way to solve it, but the time to disperse fund and availability of collaterals, are always a burden to MSME vendors and small service Business to regulate the working capital.

As the bill /invoice discounting business is an emerging and new arena it definitely take some time to understand by all range of business entities.

various units based on their preparedness and the strength of their Business Continuity plans.

SEGMENT–WISE 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 invest, acquire and to deal in gold, and other 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 also engaged in the business of Trade finance and Fin-tech.

Financial performance & Operational performance

Financial performance & Operational performance of your Company for the year ended on 31st March, 2023 on Standalone and consolidated basis is summarized below:

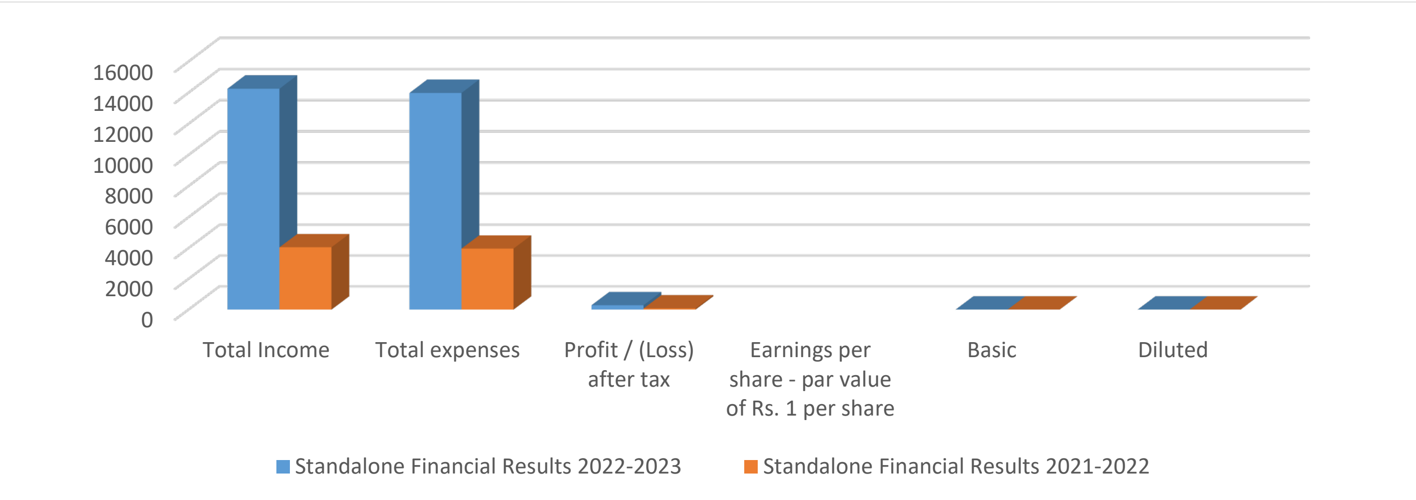
A.Standalone Basis: **(Rs.in Lakh)**

Particulars	Standalone Financial Results	
	2022-2023	2021-2022
Total Income	14252.79	4054.05
Total expenses	13982.39	3965.83
Profit / (Loss) after tax	281.18	76.13
Earnings per share - par value of Rs. 1 per share		
Basic	0.05	0.03
Diluted	0.05	0.03

Financial Highlights:

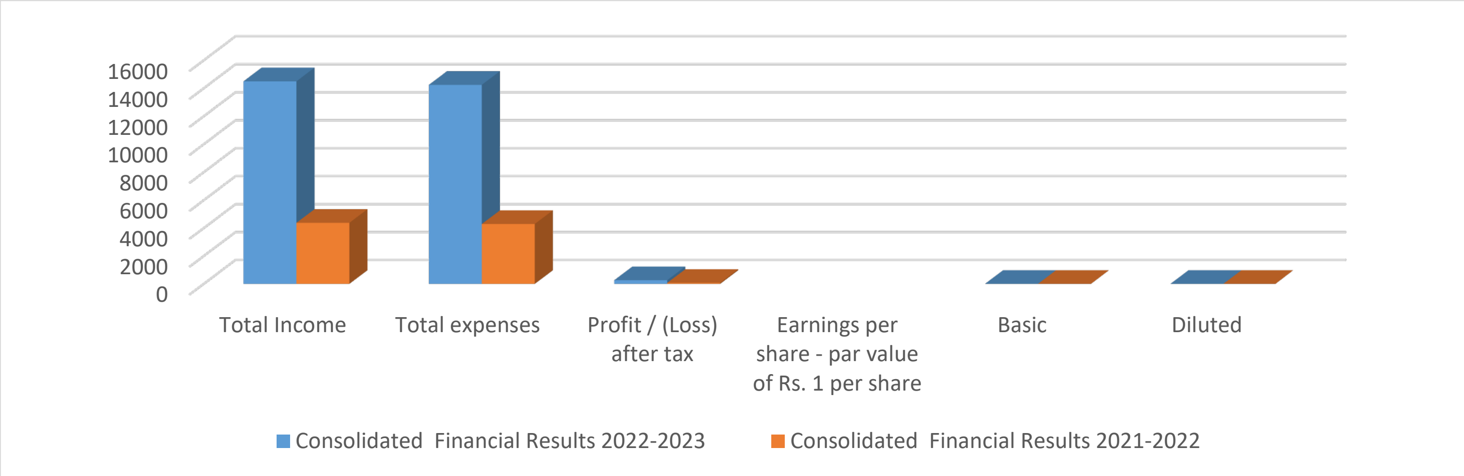
For the financial year ended March31, 2023, your Company had reported total income of Rs. 14252.79 Lakhs as against Rs. 4054.05 Lakh during the previous financial year ended March31, 2022.

The Company incurred a Net Profit of Rs. 281.18 Lakh for the financial year ended March31, 2023 as against Net profit of Rs. 76.13 Lakh during the previous financial year ended March, 2022.



B.Consolidated basis: **(Rs.in Lakh)**

Particulars	Consolidated Financial Results	
	2022-2023	2021-2022
Total Income	14495.45	4377.95
Total expenses	14243.84	4294.59
Profit / (Loss) after tax	262.39	70.60
Earnings per share - par value of Rs. 1 per share		
Basic	0.5	0.03
Diluted	0.5	0.03



Financial Highlights:

For the financial year ended March31, 2023, your Company had reported total income of Rs. 2833.58 Lakhs as against Rs. 4377.95 Lakh during the previous financial year ended March31, 2022.

The Company incurred a Net Profit of Rs. 108.97 Lakh for the financial year ended March31, 2023 as against Net profit of Rs. 70.60 Lakh during the previous financial year ended March, 2022.

The Consolidated Financial Statements of your Company for the FY 2022-23 are prepared in compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), Indian Accounting Standards ('Ind AS') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same shall also be forms part of this Annual Report.

RISKS AND CONCERNS

Risk Mitigation

Your Company is exposed to both internal as well as external business risks. Your Company has a comprehensive risk management system in place, which is tailored to the specific requirements of its diversified businesses, considering various factors, such as the size and nature of the inherent risks and the regulatory environment of the individual business segment or operating company.

The risk management system enables it to recognize and analyze risks early and take appropriate actions. The senior management of your Company regularly reviews the risk management processes of your Company for effective risk management.

Your Company is subject to risks arising from interest rate fluctuations. Your Company maintains its accounts and reports its financial results in rupees. As such, your Company is exposed to risks relating to exchange rate fluctuations. The Corporate Risk Management Cell works with the businesses to establish and monitor the specific profiles including strategic, financial and operational risks.

We believe that our multi-location operations also allow us to leverage the competitive advantages of each location to enhance our competitiveness and reduce geographic and political risks in our businesses.

Risks from Technology:

Your Company is dependent for technology on third party vendors for services that are important to its business. As such, any interruption in or cessation of an important supply or service by any third party can have an adverse effect on its business and operations. Any failure to keep pace with industry standards in technology and respond to participant preferences can also have an adverse effect on the business and operations.

Besides, your Company has commenced the process of migrating to a new technology platform, availing the services of a new technology service provider. Any improper, unplanned or delayed migration to the new platform can have consequent negative impact on any or some of the operational aspects.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Board of Directors of your Company has put in place various internal controls systems to be followed by your Company to ensure that the internal control mechanisms are adequate and 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 it operates effectively and ensures the accuracy and completeness of the accounting records and their presentation gives a true and fair view of the state of affairs of your Company and are free from material misstatements, whether due to error or fraud.

The operational processes are adequately documented with comprehensive and well defined SOPs which also include the financial controls in the form of maker and checker with separate individuals.

The Board with a view to ensure transparency, has also formulated various policies and has put in place appropriate internal controls for the procurement of services, fixed assets, monitoring income streams, investments and financial accounting.

Internal control measures include adherence to systemic controls, information security controls as well as role based/ need based access controls. Further, the existing systems and controls are periodically reviewed for change management in the situations of introduction of new processes / change in processes, change in the systems, change in personnel handling the activities etc.

The Audit Committee of your Company, comprising majority of Independent Directors periodically reviews and recommends the unaudited quarterly financial results and annual audited financial statements of your Company to the Board for its approval. Further, all related party transactions are placed before the Audit Committee and are reviewed by it after deliberations.

Your Company has strong internal control systems and best in class processes commensurate with its size and scale of operations.

Financial control is effectively managed through Annual Budgeting process and its monitoring is carried out through monthly review for all operating & service functions.

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 is implementing "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.

DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS AND RETURN ON NETWORTH:

Pursuant to amendment made in Schedule V to the SEBI Listing Regulations, details of significant changes in Key Financial Ratios and any changes in Return on Net Worth of the Company (on standalone basis) including explanations therefor are given below:

Particulars	**FY ended 31st March, 2023**	**FY ended 31st March, 2022**	**Changes between Current FY & Previous FY**	**Explanation (in case any change of 25% or more as compared to the immediately previous financial year)**
Debtors Turnover	4.78	2.25	112.56%	Primarily due to increase in revenue from operations
Inventory Turnover	NA	NA	NA	No change of 25% or more as compared to the immediately previous financial year
Interest Coverage Ratio	NA	NA	NA	
Current Ratio	1.99	2.47	-19.26%	
Debt Equity Ratio	-	0.07	NA	
Operating Profit Margin (%)	0.02	0.02	3.62%	
Net Profit Margin (%)	0.02	0.02	3.62%	

Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof: -

Return on Net Worth for the FY 2022-23 is – 5.34%

Return on Net Worth for the FY 2021-22 is - 2.24%

Disclosure of Accounting Treatment:

The Company has prepared financial statements which comply with IndAS applicable for periods ending on March 31, 2023, together with the comparative period data as at and for the year ended March 31, 2022, as described in the summary of significant accounting policies.

Primarily, a treatment different from that prescribed in an Accounting Standard has not been followed in the preparation of financial statements.

However, as regards amendments to certain accounting standards, the applicability / effect on the financial statement has been evaluated and been treated accordingly as explained in Notes to the standalone Financial Statements.

Further, the financial statements represent a true and fair view of the underlying business transactions

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/-
Sethurathnam Ravi
Chairman
DIN:00009790

For Specenet Enterprises India Limited

Sd/-
Satya Srikanth Karaturi
Whole Time Director
(DIN: 07733024)

Date:12-08-2023
Place: Hyderabad

Anexure-3

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31St MARCH 2023

[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,

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 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 Spacenet Enterprises India Limited 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 2023, 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 Spacenet Enterprises India Limited for the financial year ended on 31st March 2023, 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, 2015;

1.5.3. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

1.5.4. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

1.5.5. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; ***[Not Applicable since the company has no such cases]***

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, 2021; ***[Not Applicable since the company has no such cases]***and

1.5.8. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; ***[Not Applicable since the company has no such cases]***

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. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. The Company is a member of the Multi Commodity Exchange and engaged in the business of trading and clearing activities. Accordingly, the following Industry specific Acts are applicable to the Company, in view of the Management and as per the Guidance Note issued by the ICSI. Based on the explanation given, there are adequate system and process in the Company to monitor and ensure the compliance of following sector specific law, rule, regulation and guidelines.

3.1. Securities Contracts Regulation Act (SCRA) 1956.

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, if any, 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.

5. I further report that during the audit period there were following specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards:

- The company has acquired/subscribed 1,245 Non-Cumulative Compulsory Convertible Preference Shares (0.01% CCPS-Series A) of Rs. 100/- each at a premium of Rs. 19,900/- per share of "Billmart Fintech Private Limited" and entered into Share Subscription Agreement with that company.
- The company has increased its Authorised Share Capital from Rs. 55 Crores to Rs. 65 Crores respectively.
- On 11th February 2023, the Company has allotted 1,48,00,000 warrants each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company of face value of INR 01/- (Rupee One Only), at an issue price of Rs. 20 per warrant on preferential basis to the non-promoter group persons.
- The Company has allotted 33,12,000 equity shares under ESOP SCHEME (Spacenet Employee Stock Option Scheme- 2021) on 08th March, 2023.
- The Statutory Auditor has mentioned his observation relating to Recoverability and valuation of allowance for impairment of certain overdue Trade Receivable for which the management has given appropriate reply and the same has been noted in the Statutory Audit Report of the Auditor.

Sd/-

Balaramakrishna Desina
Company Secretary in Practice
M. No.: FCS 8168
C.P No.: 22414
Peer Reviewed UIN. 12019TL1988700
UDIN: F008168E000730956

Date: 03.08.2023
Place: Hyderabad.

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 SECRETARIAL AUDIT REPORT

To,

The Members,
Spacenet Enterprises India Limited,
CIN: L72200TG2010PLC068624
Hyderabad.

SUBJECT: My 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. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I 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. I believe that the processes and practices followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, I 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. My 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/-

Balaramakrishna Desina
Company Secretary in Practice

M. No.: FCS 8168
C.P No.: 22414
Peer Reviewed UIN. 12019TL1988700
UDIN: F008168E000730956

Date: 03.08.2023
Place: Hyderabad.

Annexure-4

Disclosures under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

Members at their 11th Annual General Meeting (AGM) held on 24th September, 2021 approved "Spacenet Employee Stock Option Scheme- 2021" ("The Scheme").

A. Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.
The disclosures are provided in the Notes to the Stand alone financial statements & Notes to the consolidated financial statements for the year ended March 31, 2023.

B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.: 0.05 per share

C. Details related to ESOS

(i) A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including -

<table>
<tr><td>Date of shareholders' approval:</td><td>24th September,2021 at 11th AGM-2021</td></tr>
<tr><td>Total number of options approved under "Spacenet Employee Stock Option Scheme- 2021</td><td>1,00,00,000 (One Crore only)</td></tr>
<tr><td>Vesting requirements</td><td>Options granted under SPACENET Employee Stock Option Scheme 2021 shall vest over a period of 04 (Four) years in the Following Manner:
<table>
<tr><th>Vesting Period</th><th>Vesting proportion</th></tr>
<tr><td>End of one year from the date of grant</td><td>60% of options granted</td></tr>
<tr><td>End of two years from the date of grant</td><td>15% of options granted</td></tr>
<tr><td>End of three years from the date of grant</td><td>15% of options granted</td></tr>
<tr><td>End of Four years from the date of grant</td><td>10% of options granted</td></tr>
</table></td></tr>
<tr><td>Exercise price or pricing formula</td><td>Rs.01/- (Rupees One Only)
as decided by Nomination and Remuneration committee based on the following pricing formula
"Not less than the face value of the shares and not higher than the prevailing Market Price as on date of grant."</td></tr>
<tr><td>Maximum term of options granted</td><td>04 (Four) years</td></tr>
<tr><td>Source of shares (primary, secondary or combination)</td><td>primary</td></tr>
<tr><td>Variation in terms of options</td><td>NIL</td></tr>
</table>

(ii) Method used to account for ESOS- Fair Value Method

(iii) Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed. -Not Applicable

(iv) Option movement during the year (For each ESOS):

Sr. No	Particulars	Details
1	Number of options outstanding at the beginning of the period	5520000 (Fifty-Five Lakh Twenty Thousand only)
2	Number of options granted during the year	NIL
3	Number of options forfeited / lapsed during the year	NIL
4	Number of options vested during the year	33,12,000 (Thirty Three Lakh Twelve Thousand only)
5	Number of options exercised during the year	33,12,000 (Thirty Three Lakh Twelve Thousand only)
6	Number of shares arising as a result of exercise of options	33,12,000 (Thirty Three Lakh Twelve Thousand only)
7	Money realized by exercise of options (INR), if scheme is implemented directly by the company	33,12,000 (Thirty Three Lakh Twelve Thousand only)
8	Loan repaid by the Trust during the year from exercise price received	NOT APPLICABLE
9	Number of options outstanding at the end of the year	22,08,000 (Twenty Two Lakh Eight Thousand only)
10	Number of options exercisable at the end of the year	22,08,000 (Twenty Two Lakh Eight Thousand only)

(v)Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.

Grant date	Number of options granted	Number of options outstanding	Exercise Price (in Rs.)	Fair value at grant date (in Rs.)
21st February, 2022	5520000 (Fifty Five LakhTwenty Thousand only)	22,08,000 (Twenty Two Lakh Eight Thousand only)	Rs.01/- (Rupee One Only)	1.34

(vi) Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to –

a. senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

b. any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year;

During the financial Year 2022-23 the company has not granted any employee stock options under SPACENET Employee Stock Option Scheme 2021.

c. Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant:

No employee was granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant:

(vii) A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

a	The weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model;	As per the Notes to the Stand alone financial statements & Notes to the Consolidated financial statements for the year ended March 31, 2023.

b	the method used and the assumptions made to incorporate the effects of expected early exercise;	The fair value of equity share options is estimated at the date of grant using Black-Scholes model, taking into account the terms and conditions upon which the share options were granted. Based on the historical trends, more than 50% of stock options are expected to be vested and exercised
c	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility;	Expected volatility of the option is based on historical volatility, during a period equivalent to the option life, of the observed market prices of the Company's publicly traded equity shares.
d	Whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition.	No

Disclosures in respect of grants made in three years prior to IPO under each ESOS : Not Applicable

Further, the above details are disclosed on the company's website in the following web-link https://www.spacenetent.com

For Specenet Enterprises India Limited

Sd/-
Sethurathnam Ravi
Chairman
(DIN: 00009790)

For Specenet Enterprises India Limited

Sd/-
Satya Srikanth Karaturi
Whole Time Director
(DIN: 07733024)

Date:12-08-2023
Place: Hyderabad

Annexure-5

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No	Requirement	Disclosure	Ratio/%
1.	The ratio of the remuneration of each Director to the median remuneration of the employees for the financial year	Executive Directors 1.Mr. Dasigi Venkata Surya Prakash Rao 2.Mr.Satya Srikanth Karaturi 3.Mr.Suresh Tammineedi Non-Executive Director/ Independent director 1.Mr.Prathipati Partha sararthi 2. Mr. Chukka Siva Satya Srinivas 3. Mrs.Korpu Venkata Kali Kanaka Durga 4.Mr.Sethurathnam Ravi 5.Mr.Ghanshyam Dass 6.Sarat Kumar Malik	1:1.41 1:1.41 1:1.66 NA NA NA 1:0.5 1:0.5 1:0.18
2	The percentage increase in remuneration of each Director, CFO, CEO/WTD, CS in the financial year	Executive Directors 1.Mr. Dasigi Venkata Surya Prakash Rao 2.Mr.Satya Srikanth Karaturi 3.Mr.Suresh Tammineedi Non-Executive Director/ Independent director 1.Mr.Prathipati Partha sararthi 2. Mr. Chukka Siva Satya Srinivas Mrs.Korpu Venkata Kali Kanaka Durga 4.Mr.Sethurathnam Ravi 5.Mr.Ghanshyam Dass 6.Sarat Kumar Malik CFO, CEO/WTD and CS 1.Mr. Dasigi Venkata Surya Prakash Rao-CFO 2.Mr.Satya Srikanth Karaturi-WTD	NIL NIL NIL NIL NIL NIL NIL NIL NIL NIL NIL

		3.Mr. M.Chowda Reddy-CS	NIL
3	The percentage increase in the median remuneration of employees in the financial year	The median remuneration of the employees in the financial year was Increased by NIL	
4	The number of permanent employees on the rolls of the Company	The Company had 15 (Fifteen Only) employees on the rolls as on March 31, 2023.	
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	In Financial Year 2022-23, there is No average increase in the remuneration.	
6	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes it is confirmed	

Note:

- There is no remuneration paid to Independent Director and Non-Executive Directors during the FY 2022-23
- Mr. Dasigi Venkata Surya Prakash Rao drawing Remuneration for the office of Executive director only and not drawing any remuneration for holding the post of Chief Financial Officer.
- WTD - Whole Time Director, CFO - Chief Financial Officer, CS - Company Secretary

For Specenet Enterprises India Limited

Sd/-
Sethurathnam Ravi
Chairman
(DIN: 00009790)

For Specenet Enterprises India Limited

Sd/-
Satya Srikanth Karaturi
Whole Time Director
(DIN: 07733024)

Date:12-08-2023.
Place: Hyderabad

Annexure-6

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

FOREWORD

Over the past few years, sustainability reporting is gaining importance globally as an important communication tool for corporates to display their commitment of being a sustainable and responsible business. The Indian reporting scenario is also rapidly evolving in line with the global trends wherein corporates are expected to maintain transparency and accountability in reporting.

The Securities and Exchange Board of India ("SEBI"), regulator of capital markets in India, has put in place the Business Responsibility and Sustainability Reporting ("BRSR") framework which requires listed companies to disclose information under the nine principles of the National Guidelines on Responsible Business Conduct. The BRSR disclosure has become mandatory from FY 2022-23 onwards for the top 1,000 Indian listed companies by market capitalization.

Staying strong on our commitment of being a responsible business adopting BRSR framework from FY 2022-23 to maintain transparency in sustainability reporting. The BRSR disclosures presented herein are strictly as per the format prescribed by SEBI.

SECTION A: GENERAL DISCLOSURES

I. DETAILS

Sr. No.	Determinants	Details
1.	**Corporate Identity Number (CIN) of the Company** :	L72200TG2010PLC068624
2.	**Name of the Company** :	SPACENET ENTERPRISES INDIA LIMITED
3.	**Year of incorporation** :	2010
4.	**Registered office address** :	Plot.No.114, Survey No.66/2, Raidurgam Gachibowli, Prasanthhills, Navkhalsa, Serilingampally Hyderabad -500008,Telangana, INDIA.
5.	**Corporate address** :	Plot.No.114, Survey No.66/2, Raidurgam Gachibowli, Prasanthhills, Navkhalsa, Serilingampally Hyderabad -500008,Telangana, INDIA.
6.	**E-mail** :	cs@spacenetent.com
7.	**Telephone** :	040 -29345781
8.	**Website** :	https://www.spacenetent.com/
9.	**The financial year for which reporting is being done** :	FY 2022-2023
10	**Name of the stock exchange(s) where shares are listed** :	National Stock Exchange of India Limited
11.	**Paid-up capital** :	53,36,70,374
12.	**Name and contact details of the person who may be** : **contacted in case of any queries on the BRSR report**	Mr. DVS Prakash Rao Tel. No.: 040 -29345781 Email ID: prakash@spacenetent.com
13.	**Reporting boundary** :	Consolidated basis

II. PRODUCTS/SERVICES

14. Details of business activities (accounting for 90% of the turnover):

Sr.No.	Description of the main activity	Description of business activity	% of turnover
1	commodities trading	commodities trading	97

15. Products/services sold by the entity (accounting for 90% of the entity's turnover):

S. No.	Product/Service	NIC Code	% of turnover contributed
1.	commodities trading	4610	97

III. OPERATIONS

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	N.A.*	1	1
International		-	-

* The Company is into financial services and does not undertake any manufacturing activity.

17. Markets served:

a. Number of locations:

Location	Total
National (No. of states)	01
International (No. of countries)	-

b. **What is the contribution of exports as a percentage of the total turnover of the entity?**

NIL

c. **A brief on types of customers**

The company is engaged in the business of development of Software tools and platforms providing fast, flexible and reliable commodities trading tools and to invest, acquire, Trade and deal in gold, and other 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 also engaged in the business of Trade finance, Trade Tech and Fin-tech.

IV. EMPLOYEES

18. Details as of the end of the financial year:

a. Employees and workers (including differently-abled):

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Employees						
1.	Permanent (D)	15	13	86.66 %	02	13.33 %
2.	Other than permanent (E)	-	-	-	-	-
3.	**Total employees (D + E)**	15	13	86.66 %	02	13.33 %
Workers						
4.	Permanent (F)	-	-	-	-	-
5.	Other than permanent (G)	-	-	-	-	-
6.	**Total workers (F + G)**	-	-	-	-	-

b. **Differently-abled employees and workers:**

S.No	Particulars	Total (A)	Male		Female	
			No. (B)	No. (C)		% (C/A)
Differently abled employees						

1.	Permanent (D)	-	-	-		-
2.	Other than permanent (E)	-	-	-		-
3.	**Total employees (D + E)**	**-**	**-**	**-**		**-**
Differently abled workers						
4.	Permanent (F)	-	-	-		-
5.	Other than permanent (G)	-	-	-		-
6.	**Total workers (F + G)**	**-**	**-**	**-**		**-**

19. Participation/inclusion/representation of women

	Total (A)	No. and % of females	
		No. (B)	% (B/A)
Board of Directors	09	1	11.11
Key Management Personnel refer note	03	0	0

20. Turnover rate for permanent employees and workers

	FY 2022-23 (Turnover rate in current FY)			FY 2021-22 (Turnover rate in current FY)			FY 2020-21 (Turnover rate in current FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	14.81%	40%	73.3%	-	-	-	-	-	-
Permanent Workers	-	-	-	-	-	-	-	-	-
Total	13.3%	133.33%	73.3%	-	-	-	-	-	-

V. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

21. (a) As of 2023

S. No.	Name	Holdings/subsidiary/ associate/ joint venture	% of shares held
1	Thalassa Enterprises Private Limited	Subsidiary	67.5

(b) Do the entities indicated in the above table participate in the business responsibility initiatives of the listed entity?

No

VI. CSR DETAILS

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013 : NO

(ii) Turnover as per FY 2023: INR 1445372636/-(On Consolidated basis)

(iii) Net worth as per FY 2023: INR 544551340/-(On Consolidated basis)

VII. TRANSPARENCY AND DISCLOSURES COMPLIANCES

23. Complaints/grievances on any of the principles (principles 1 to 9) under the National Guidelines on Responsible Business Conduct (NGBRC):

Stakeholder group from whom the	Grievance Redressal Mechanism in Place (Yes/No)	FY 2022-23	FY 2021-22

complaint is received	If yes, then provide web-link for the grievance redress policy: https://spacenetent.com/	Number of Number of complaints complaints pending filed during resolution at the the year close of the year		Number of Number of complaints complaints pending filed during resolution at the the year close of the year	
Shareholders	Yes	NIL	NIL	-	NIL
Employees	Yes	0	0	-	0
Customers	Yes	0	0	-	0
Others	No	0	0	-	0

24. Overview of the entity's material responsible business conduct issues.

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along with its financial implications, as per the following format:

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	The rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Risk management	Opportunity	Optimizing our risk-return equation is possible through responsible risk identification and management processes – of both financial and non-financial risks.	Our company has a comprehensive Risk Management policy which factors in all the risks the company is exposed to and in turn, has laid down measures to ensure that these risks are mitigated.	**Positive:** • Enhanced Regulatory compliances • Stable and predictable business • Value creation • Supports business continuity
2.	Corporate Governance and Ethics	Risk	Maintaining the highest standards of ethics and corporate governance is necessary to gain the trust of our Company's investors and customers.	Our Company has instituted various policies and measures to constitute a strong corporate governance frameworks per regulatory guidelines.	**Negative:** • Reputational risks • Image/perception of the institution • Dissatisfied customer
3.	Regulatory compliance	Risk and Opportunity	Strict compliance to rules and regulations helps us gain confidence of stakeholders and grow responsibly.	We ensure that there are no delays or discrepancies in complying with applicable regulations. A dedicated team of qualified personnel ensures efficient and timely compliance with all regulations applicable to our Company.	**Positive:** • Transparent and well governed Organization • Strong brand image

4.	Customer satisfaction	Opportunity	Identification and fulfilment of customer needs and expectations is essential for their retention and loyalty thereby contributing to increased revenues	Our company takes constant efforts in enhancing the produts and services offered to the clients thereby adding value to their offerings	**Positive:** • Increase in repeat customer business • Improvement in market share • Better asset quality
5.	Human Resources Initiatives	Opportunity	Fair recruitment, hiring processes and efforts to build a congenial work environment through structured training / performance appraisal helps us in employee retention	Our company takes constant efforts in providing better benefits to its employees which includes monetary as well as non-monetary benefits	**Positive:** • Better employee retention • Improvement in productivity
6.	Digitalization	Opportunity	Strategic partnerships with fintechs, along with strong in-house digital capabilities have allowed us to expand customer base significantly and serve niche segments, because digitalization drives innovation in traditional offerings.	--	**Positive:** • Seamless business operation • Reduced cost • Improved turnover around time
7.	Employee health and wellness	Opportunity	Investing in employee health and wellness is essential for enhancing productivity and also ensures their retention and overall job satisfaction		**Positive:** • Enhanced loyalty and engagement among employees • Increase in productivity

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies, and processes put in place towards adopting the NGRBC principles and core elements.

S.No.	Principle description
P1	Businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent, and accountable
P2	Businesses should provide goods and services in a manner that is sustainable and safe

P3	Businesses should respect and promote the well-being of all employees, including those in their value chains
P4	Businesses should respect the interests of and be responsive to all their stakeholders
P5	Businesses should respect and promote human rights
P6	Businesses should respect and make efforts to protect and restore the environment
P7	Businesses when engaging in influencing public and regulatory policy should do so in a manner that is responsible and transparent
P8	Businesses should promote inclusive growth and equitable development
P9	Businesses should engage with and provide value to their consumers in a responsible manner

Disclosure question	**P1**	**P2**	**P3**	**P4**	**P5**	**P6**	**P7**	**P8**	**P9**
Policy and management processes									
1. a. Whether your entity's policy /policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	NA	Yes	Yes	Yes	Yes	NA	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	NA	Yes	Yes	Yes	Yes	NA	Yes	Yes
c. Web-link of the policies, if available.	https://spacenetent.com/								
2. Whether the entity has translated the policy into procedures. (Yes/No)	Yes	NA	Yes	Yes	Yes	Yes	NA	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	NA	Yes	Yes	Yes	Yes	NA	Yes	Yes
4. Name of the national and international codes/ certifications/labels/standards (e.g., Forest stewardship council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) mapped to each principle.	All policies have been developed based on industry practices, as per the regulatory requirements and through appropriate consultation with relevant stakeholders.								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	• The Company promotes inclusive environment at the workplace and does not treat anybody differently based on their gender, race/caste, religion/ beliefs, disability, marital status or any other category and at the same time believes in hiring the right talent based on merit. • The Company believes in up-skilling the work force for the holistic development of its employees and to align with the changing business environment.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	-	-	-	-	-	-	-	-	-

7. **Statement by the director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements**

Doing business in a responsible and sustainable manner is one of the key imperatives for us. We continuously engage in discussion with all our stakeholders to identify key ESG issues and have identified

Ethical Business Conduct, Efficient and Transparent Customer Service, Corporate Governance, Risk Management, Human Capital Development, Engagement with Communities and Environmental Footprint to be some of the most important issues. We have a highly qualified and diversified Board and ESG executive forum which oversees the Company's ESG journey. We instituted practices like Comprehensive Code of Conduct and Business Ethics, digitisation of business, monitoring consumption of resources and taking targets towards reduction in consumption of electricity, fuel and paper and various other practices. Reference should also be made to our Environmental Social and Governance report which carries an exhaustive list of out ESG related challenges, targets and achievements.

8. Details of the highest authority responsible for implementation and oversight of the business responsibility policy/ policies

Mr. Dasigi Venkata Surya Prakash Rao, Executive Director & CFO

9. Does the entity have a specified committee of the Board/ Director responsible for decision-making on sustainability-related issues? (Yes/No). If yes, provide details.

No

10. Details of review of NGRBCs by the Company:

Subject for review	Indicate whether the review was undertaken by the Director/committee of the board/ any other committee Frequency (Annually/half-yearly/ quarterly any other – please specify)
Performance against the above policies and follow-up action	As a practice, all the policies of the Company are reviewed periodically or on a need basis by department heads, business heads, senior management personnel.
Compliance with statutory requirements of relevance to the principles, and the rectification of any non-compliances	The Company is in compliance with the extent regulations as applicable.

11. Has the entity carried out an independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide the name of the agency.

No

12. If the answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to									
Formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No) Any other reason (please specify)									

SECTION C: PRINCIPLE-WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1: BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT, AND ACCOUNTABLE

Essential Indicators:

1. Percentage coverage by training and awareness programs on any of the principles during the financial year:

Segment	Total number of training and awareness programs held	Topics/principles covered under the training and its impact	% of persons in the respective category covered by the awareness programs
NIL			

2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in FY 2022-23: NIL

in the instances disclosed in Question 2 above, details of the Appeal/Revision are preferred in cases where monetary or non-monetary action has been appealed: Not Applicable

3. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web link to the policy.

Yes, Anti-corruption and anti-bribery guidelines are part of the employee manual and are available to internal shareholders. The Company is committed to conducting business by following the highest ethical standards. All forms of bribery and corruption are prohibited. The Company conducts its business in adherence to all statutory and regulatory requirements. The web-link for Anti-corruption or anti-bribery policy is as follows

https://spacenetent.com/

4. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption.**

	FY 2022-23	FY 2021-22
Directors	NIL	NIL
KMPs	NIL	NIL
Employee	NIL	NIL
Workers	NA	NA

5. **Details of complaints with regard to conflict of interest**

	FY 2022-23 (Current Financial Year)		FY 2021-22 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	NIL	N.A.	NIL	N.A.
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	NIL	N.A.	NIL	N.A.

6. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.

No issues, related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest, occurred in our Company

Leadership Indicators

1. Awareness programs conducted for value chain partners on any of the Principles during the financial year.

   NIL

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If

   Yes, provide details of the same.

   Yes, the company Code of Conduct requires the Directors and senior management to avoid situations in which their personal interests could conflict with the interests of the Company. The Code, inter alia, clarifies that conflict of interest may arise when:

   a. any officer simultaneously serves as a Director / senior managerial person / consultant or owns interest or stake in any person or entity which is a competitor / customer / business associate of the company;
   b. Where the officer himself or through his relatives or associates, enters or proposes to enter into any arrangement, collaboration, venture, agreement or transaction with the company;

      Under such circumstances, following conduct is expected of the officers:
   c. As far as possible, dealings involving conflict of interest should be avoided.
   d. If such dealings are unavoidable, the Directors should disclose to the Board and other officers should disclose to the Chairman and Managing Director: (1) the existence and nature of the actual or potential conflict of interest and (2) all facts known to him/her regarding the transaction that may be material to a judgment about whether to proceed with the transaction. The transaction should be proceeded with only after the approval from the Board / WTD.

PRINCIPLE 2: BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

Essential Indicators

1. Percentage of R&D and capital expenditure (CAPEX) investments in specific technologies to improve product and processes' environmental and social impacts to total R&D and capex investments made by the entity, respectively:

   Looking at the nature of our business, it is not Applicable

2. a) Does the entity have procedures in place for sustainable sourcing? (Yes/No) : No

   b) If yes, what percentage of inputs were sourced sustainably? : NA

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for

   (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Waste type	Waste management procedure in place
Plastic (including packaging), E-waste, Hazardous Waste, Other Waste	Given the nature of the business, the Company has limited scope on these parameters, however, the Company realises that there is a pressing need to manage waste in an eco-friendly manner. To achieve these objectives, the Company, encourages reuse/recycle wherever possible and monitors improvement. The Company has also replaced plastic garbage bags with bio-degradable bags.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the EPR plan submitted to Pollution Control Boards?
   Not applicable since the company is not a manufacturing entity

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective/Assessments (LCA) for any of its products (for manufacturing industry) or its services for service industry)? If yes, provide details in the following format?
   Not applicable since the company is not a manufacturing entity

2. If there are any significant social or environmental concerns and/or risks arising from the production or disposal of your products/services, as identified in the Life Cycle Perspective/Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.
   Not applicable since the company is not a manufacturing entity

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).
   Not applicable since the company is not a manufacturing entity

4. Of the products and packaging reclaimed at end of life of products, the amount (in metric tonnes) reused, recycled, and safely disposed of.
   Not applicable since the company is not a manufacturing entity.

5. Reclaimed products and their packaging materials (as a percentage of products sold) for each product category.
   Not applicable since the company is not a manufacturing entity.

PRINCIPLE 3: BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

Essential Indicators

1. a. Details of measures for the well-being of employees.

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Daycare facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	13	13	100%	-	-	-	-	-	-	-	-
Female		02	100%	-	-	-	-	-	-	-	-
Total		**15**	**100%**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Other than permanent employees											
Male	-	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

b. Details of measures for the well-being of workers:

Category	**% of employees covered by**										
	Total (A)	**Health insurance**		**Accident insurance**		**Maternity benefits**		**Paternity benefits**		**Daycare facilities**	
		Number (B)	**% (B/A)**	**Number (C)**	**% (C/A)**	**Number (D)**	**% (D/A)**	**Number (E)**	**% (E/A)**	**Number (F)**	**% (F/A)**
Permanent workers*											
Male											
Female											
Total											
Other than permanent workers											
Male											
Female											
Total											

*Note - We don't have workers

2. **Details of retirement benefits:**

Benefits	**FY 2022-23**			**FY 2021-22**		
	No. of employees covered as a % of total employees	**No. of workers covered as a % of total workers**	**Deducted and deposited with the authority (Y/N/N.A.)**	**No. of employees covered as a % of total employees**	**No. of workers covered as a % of total workers**	**Deducted and deposited with the authority (Y/N/N.A.)**
PF	100%	Not applicable	Yes	--	--	--
Gratuity	100%	Not	Yes	--	--	--
ESI	100%	Not	Yes	--	--	--
Others-please specify	Not applicable	Not	Not applicable	--	--	--

3. **Accessibility of workplaces:**

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

As a principle, the Company has implemented Equal Employment Opportunity and Non-discrimination policy and Human Rights policy which prohibits any kind of discrimination against any person with disability in any matter related to employment as per the Right of Person with Disabilities Act, 2016 and Transgender persons (Protection of Rights) Act 2019.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web link to the policy.

Company has adopted Equal employment opportunity policy in accordance with the provisions of the Rights of Persons with Disabilities Act, 2016 and provides a framework which is committed towards the empowerment of persons with disabilities. The Company also have Human Rights Policy which prohibits discrimination against any person with disability in any matter related to employment.

The weblink to the policy is as follows:

https://spacenetent.com/

5. Return to work and retention rates of permanent employees and workers that took parental leave.

Gender	**Permanent employees**		**Permanent workers**	
	Return to work rate	**Retention rate**	**Return to work rate**	**Retention rate**
Male	100%	100%	--	--
Female	100%	100%	--	--
Total	**100%**	**100%**	--	--

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers (Permanent workers, Other than permanent workers, Permanent employees, Other than permanent employees)? If yes, give details of the mechanism in brief.

Permanent Worker	Not Applicable
Other than Permanent Workers	
Permanent Employees & Other than Permanent Employees	Yes

The company strives to create a culture which is fair, open and transparent and where employees can openly present their views. The company transparently communicates its policies and practices such as plans, compensation, performance metrics, performance pay grids and calculation, career enhancements, compliance and other processes. Company enables employees to work without fear of prejudice, gender discrimination and harassment. It has zero tolerance towards any non-compliance of these principles. Company has 'Whistle Policy', 'Prevention of Sexual Harassment' etc. serving as grievance mechanisms for its employees to report or raise their concerns confidentially and anonymously, and without fear of any retaliation.

7. Membership of employees and workers in association(s) or Unions recognized by the listed entity:

Company employees are currently not part of any employee association.

8. Details of training given to employees and workers:

Category	FY 2022-23					FY 2021-22				
	Total (A)	On health and Safety measures		On skill upgradation		Total (D)	On health and Safety measures		On skill upgradation	
		Number (B)	% (B/A)	Number (C)	% (C/A)		Number (E)	% (E/A)	Number (F)	% (F/A)
Employees										
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0
Total	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
Workers										
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Note: We will train 100% of our employees in FY 2023-24 on health and safety, skill upgradation etc.

9. Details of performance and career development reviews of employees and workers:

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	13	13	100%	--	--	--
Female	02	02	100%	--	--	--
Total	**15**	**15**	**100%**	**--**	**--**	**--**
Workers						
Male	-	-		-	-	
Female	-	-		-	-	
Total	**-**	**-**		**-**	**-**	

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, what is the coverage of such a system?

There are no occupational health & safety risks considering the nature of the business. Employee well-being and psychological safety continue to be a priority of the Company.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Given the nature of business, company does not undertake any manufacturing activity and hence this is not applicable for us.

c. Whether you have processes for workers to report work-related hazards and to remove themselves from such risks.

Not Applicable. The Company does not have any 'worker'.

d. Do the employees/workers of the entity have access to non-occupational medical and healthcare services? (Yes/No)

Yes

11. Details of safety-related incidents.

Safety Incident/Number	Category	FY 2022-23	FY 2021-22
Lost Time Injury Frequency Rate (LTIFR) (Per one million-person hours worked)	Employee	Nil	Nil
	Worker	N.A.	N.A.
Total recordable work-related injuries	Employee	Nil	Nil
	Worker	N.A.	N.A.
No. of fatalities	Employee	Nil	Nil
	Worker	N.A.	N.A.
High-consequence work-related injury or ill-health (Excluding fatalities)	Employee	Nil	Nil
	Worker	N.A.	N.A.

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.
Employee well-being and psychological safety continue to be a priority for the Company. Fire drills and quality assurance audits are conducted in the office premises to ensure the maintenance of safety standards.

13. Number of complaints on the following made by employees and workers

	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working conditions	NIL	NIL	NIL	NIL	NIL	NIL
Health & safety	NIL	NIL	NIL	NIL	NIL	NIL

14. Assessments for the year

% of offices that were assessed (by entity or statutory authorities or third parties)	
Health and safety practices	100
Working conditions*	NIL

Note: In FY 2023-24, we will conduct internal assessment on working conditions.

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions.

Nil

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N)

Employees – No

Workers – Not Applicable

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

   Our Company monitors remittance of statutory dues by value chain partners with periodic interactions. Various awareness programs and meetings are being arranged with value chain partners for the same.

3. Provide the number of employees/workers having suffered high-consequence work-related injury/ill-health/fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

   Not Applicable

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/No)

   No

5. Details on assessment of value chain partners:

% of offices that were assessed (by entity or statutory authorities or third parties)	
Health and safety practices	NIL
Working conditions	NIL

   Note: In FY 2023-24, we will cover the same.

6. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners.

   Not Applicable

PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

   In line with the Board approved policy on stakeholder engagement, the company has evolved structured framework for engaging with its stakeholders and fostering enduring relationships with each one of them. The Policy sets out principles for engaging with its stakeholders and is a part of the company's operating philosophy, policies, standards, and values.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder group	Whether identified as vulnerable & marginalized group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community meetings, Notice board, Website), Other	Frequency of engagement (Annually/half-yearly quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees	No	Multiple channels – physical	Daily, Weekly,	Performance appraisal and

		and digital like Review meets,	Monthly & Annually	rewards.
		Townhall meetings,		Training and career
		Learning and development		development.
		initiatives, Newsletters and portals,		Wellness & safety measures
		Discussions with senior leaders,		
		Engagement initiatives/offsites etc.		
Customers	No	Multiple channels – physical and	Daily, Weekly,	Servicing throughout the
		Digital	Monthly & Annually	lifecycle of the customer and address queries/grievances
				that the customer may have.
Business	No	Multiple channels – physical and	Daily, Weekly,	Product & Service quality and
associates,		Digital	Monthly & Annually	support, contract commercial
dealers &				and technical terms &
Vendors				conditions, custodial services,
				statutory Compliances
Regulatory	No	Multiple channels – physical and	Event based	Discussions with regard to
Bodies		Digital		various approvals, circulars,
				guidelines, suggestions,
				amendments, etc.
Banks	No	Multiple channels – physical and	Event based	Statutory Compliances
		Digital		
Shareholders,	No	Multiple channels – physical and	Quarterly, half	To inform about the
Investors, and		digital including quarterly investor	yearly, Annually &	performance, major
Members		presentations, press releases and	Event based	developments and other
		communications through stock		relevant updates regarding the
		exchanges, participation in investor		Company and address their
		conferences, Annual General		concerns & grievances.
		Meetings, Media Releases etc.		

Stakeholder group	**Whether identified as vulnerable & marginalized group (Yes/No)**	**Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community meetings, Notice board, Website), Other**	**Frequency of engagement (Annually/half – yearly quarterly/ others – please specify)**	**Purpose and scope of engagement including key topics and concerns raised during such engagement.**
Media & social organization	No	Multiple channels – physical and Digital	Daily, Weekly, Monthly &	To stay abreast on the developments of the

			Annually	Company
Communities	Yes	Multiple channels – physical and Digital	Daily, Weekly, Monthly & Annually	To promote social welfare activities for inclusive growth, fair and equitable development and well-being of society through our business functioning

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the board.

   The company to the extent considered necessary and permitted by regulations, ensure transparent communication and access to relevant information about its decisions that impact relevant stakeholders, keeping in mind the need to protect confidential competitive plans and information. Engagement with stakeholders is a continuous process, as part of the business activities. Such engagement is generally driven by the responsible business functions, with senior executives also participating based on the need of the engagement. The BoD are updated on various developments arising out of such engagement and they provide their guidance/inputs on such matters.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes/No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into the policies and activities of the entity.

   Customer complaints/grievances are reviewed for a root cause analysis, which also gives an opportunity to improve its services. At the same time, the Company recognises that it is still in a learning phase on various evolving aspects and hence stakeholder interactions are important. The Company tries to engage with consultants and experts in this field, which helps to better understand expectations of stakeholders.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups: NIL

PRINCIPLE 5: BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2022-23			FY 2021-22		
	Total (A)	No.of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees*						
Permanent	NIL	NIL	NIL	NIL	NIL	NIL
Other than permanent	NIL	NIL	NIL	NIL	NIL	NIL
Total employees	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**
Workers						

Permanent	-	-			-	-
Other than permanent	-	-			-	-
Total Workers	**-**	**-**			**-**	**-**

Note: We will cover 100% of our employees in FY 2023-24 and train them on human rights issues and policy.

2. Details of minimum wages paid to employees and workers

Category	**FY 2022-23**					**FY 2021-22**				
	Total (A)	**Equal to minimum wage**		**More than minimum wage**		**Total (A)**	**Equal to minimum wage**		**More than minimum wage**	
		No. (B)	**% B/A**	**No. (C)**	**% (C/A)**		**No. (B)**	**% (B/A)**	**No. (C)**	**% (C/A)**
					Employees					
Permanent										
Male	13	0	Not Applicable	13	100	14	0	Not Applicable	14	100
Female	02	0	Not Applicable	02	100	03	0	Not Applicable	03	100
Other than permanent										
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Worker										
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Other than permanent										
Male						-	-	-	-	-
Female						-	-	-	-	-

3. Details of remuneration/salary/wages

	Male		**Female**	
	Number	**Median remuneration/ salary/ wages of**	**Number**	**Median remuneration /salary/ wages of respective category**

		respective category		
Board of Directors (BoD)	3	63,800	0	0
Key managerial personnel	1	78,000	0	0
Employees other than BoD and KMP	11	45000	02	25000
Workers	N.A.	N.A.	N.A.	N.A.

4. Do you have a focal point (individual/committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)
No

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.
Respect for human rights is considered as one of the fundamental and core values of the Company. The Company strives to support, protect, and promote human rights to ensure fair and ethical business and employment practices are followed. There are committees and policies formed to handle grievances and complaints related to human rights issues and the details are placed on the intranet of the Company.

6. Number of complaints on the following made by employees and workers:

	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual harassment	Nil	Nil	-	Nil	Nil	-
Discrimination at workplace	Nil	Nil	-	Nil	Nil	-
Child labour	Nil	Nil	-	Nil	Nil	-
Forced labor/Involuntary labor	Nil	Nil	-	Nil	Nil	-
Wages	Nil	Nil	-	Nil	Nil	-
Other human rights-related issues	Nil	Nil	-	Nil	Nil	-

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.
The Company is committed to maintaining safe and harmonious business environment and workplace for everyone, irrespective of the ethnicity, region, sexual orientation, race, caste, gender, disability, work, designation and such other parameters. The Company ensures sensitization to important social factors like diversity and inclusion, workplace practices and prohibition of economic, racial, or physical inequalities. The Company strives to support, protect, and promote human rights to ensure fair and ethical business and employment practices are followed.

There are committees and policies formed to handle grievances and complaints related to human rights issues under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, Whistle Blower Policy etc. and the details are placed on the Intranet of the Company.

8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)
No

9. Assessments of the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	-
Forced/involuntary labor	-
Sexual harassment	-
Discrimination at workplace	-
Wages	-
Others – Please specify	-

Note: In FY 2023-24, we will cover 100% of our offices for assessment.

10. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 9 above.

Not Applicable

Leadership Indicators

1. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.

Our Company has not received any grievances/ complaints regarding human rights violations in F.Y. 2022-23.

2. Details of the scope and coverage of any human rights due diligence conducted

Great Place to work surveys are conducted every year. In the survey, questions related to human rights are touched upon. Based on this, yearly reports are published.

3. Is the premise/office of the entity accessible to differently-abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes. The office premises of the entity is accessible to differently abled visitors. Wheelchairs and wheelchair ramps for handicapped employees / customers are available at all locations.

4. Details on assessment of value chain partners:

	% of Value Chain Partners (by value of Business done with such partners) that were assessed
Child labour	-
Forced/involuntary labor	-
Sexual harassment	-
Discrimination at workplace	-
Wages	-
Others – Please specify	-

In all of our dealings, the Company expects its value chain partners to uphold the same values, beliefs, and business ethics as the Company. However no formal examination of value chain partners has been conducted.

5. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 4 above.

No corrective actions pertaining to question 4 was necessitated by the Company during FY 2022 -23.

PRINCIPLE 6: BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

Essential Indicators

1. Details of total energy consumption (in MJ) and energy intensity

Parameter	FY 2022-23	FY 2021-22
Total electricity consumption (A)	3030	3000
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumption (A+B+C)	3030	3000
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	-	-
Energy intensity (Total energy consumption/FTE) in MWh/FTE	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, the name of the external agency. – No

2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the performance, achieve, and trade (PAT) scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken if any.

Looking at the nature of our business this is not applicable.

3. Provide details of the following disclosures related to water:

Parameter	FY 2022-23	FY 2021-22
Water withdrawal by source in kiloliters		
i. Surface water	-	-
ii. Groundwater	-	-
iii. Third party water	100	100
iv. Seawater / desalinated water	-	-
v. Others	-	-
Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)	100	100
Total volume of water consumption (in kiloliters)	100	100
Water intensity per rupee of turnover (Water consumed / turnover)	-	-
Water intensity (optional) – the relevant metric may be selected by the entity		

Note: Indicate if any independent assessment /evaluation /assurance has been carried out by any external agency? (Y/N), If Yes, name of the external agency. – No

4. Has the entity implemented a mechanism for zero liquid discharge? If yes, provide details of its coverage and implementation.
Looking at the nature of our business this is not applicable

5. Please provide details of air emissions (other than GHG emissions) by the entity:

Looking at the nature of our business, this is not applicable

Parameter	Unit	FY 2022-23	FY 2021-22
NOx			
SOx			
Particulate matter (PM)			
Persistent organic pollutants (POP)			
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others – ozone-depleting substances (HCFC - 22 or R-22)			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. – No

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) and its intensity:

Parameter	Unit	FY 2022-23	FY 2021-22
Total Scope 1 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	- -	- -
Total Scope 2 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	- -	- -
Total Scope 1 and Scope 2 emissions per rupee of turnover		- -	- -
Total Scope 1 and Scope 2 emission intensity (optional)– the relevant metric may be selected by the entity		- -	- -

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. – No

7. Does the entity have any project related to reducing greenhouse gas emissions? If Yes, then provide details.

No

8. Provide details related to waste management by the entity, in the following format: Total waste generated in metric tons

Parameter	FY 2022-23	FY 2021-22
Plastic waste (A)	**Nil**	**Nil**
E-waste (B)	**Nil**	**Nil**
Bio-medical waste (C)	not applicable	
Construction and demolition waste (D)	not applicable	
Battery waste (E)	NIL.	
Radioactive waste (F)	not applicable	
Other Hazardous waste. Please specify, if any. (G)		
Other Non-hazardous waste generated (H). (Carton Box, White Paper, Book Cover Paper, Iron, Steel)	NIL.	
Total (A+B + C + D + E + F + G+ H)		

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tons)

	FY 2022-23	FY 2021-22
Category of waste		
(i) Recycled	Not Applicable	Not Applicable
(ii) Re-used	Not Applicable	Not Applicable
(iii) Other recovery operations	Not Applicable	Not Applicable
Total		

For each category of waste generated, total waste disposed of by nature of disposal method (in metric tonnes)

Category of waste		
(i) Incineration	Not Applicable	Not Applicable
(ii) Landfilling	Not Applicable	Not Applicable
(iii) Other disposal operations	Not Applicable	Not Applicable
Total		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. – No

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce the usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

   We strive to reduce waste and recycle as much as possible. Our waste primarily comprises of food, waste, paper, plastic and e-waste

   Curbing generation of plastic waste: We have stopped procurement of plastic stationery and encourage our employees to use bottles made from environment friendly materials at our offices to reduce the number of plastic bottles being discarded after use. All our facilities use 100% biodegradable plastic garbage bags to collect and dispose off dry and wet waste.

   Reducing paper and printing consumption: We have implemented strong measures like digitising our processes to reduce the need for paper. Further minimising the usage of paper across offices is an ongoing activity. Customer accounts have now transitioned to digital opening. The documents required as supporting are also uploaded digitally; accounts are being opened without any paper consumption.

   Paper based Office stationeries also have now been stopped apart from the mandatory ones.

   E waste management: Our E-waste broadly includes computers, servers, scanners, UPSs, Batteries, Air conditioners etc. All such E-wastes are being disposed of through registered E-waste vendors.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones, etc.) where environmental approvals/ clearances are required, please specify details in the following format.

    Not Applicable. The Company does not have any offices in ecologically sensitive areas.

11. Details of Environmental Impact Assessments of projects undertaken by the entity based on applicable laws, in the current financial year.

Not Applicable

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (prevention and control of pollution) Act, Air (prevention and control of pollution) Act, Environment Protection Act, and rules there under (Y/N). If not, provide details of all such non-compliances.

Yes. The Company is compliant with all applicable Laws, Rules and Regulations.

Leadership Indicators

1. Provide a break-up of the total energy consumed (in MWh) from renewable and non-renewable sources:

Parameter	**FY 2022-23**	**FY 2021-22**
From renewable sources	-	-
Total electricity consumption (A)	-	-
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources (A+B+C)	**-**	**-**
From non-renewable sources	-	-
Total electricity consumption (D)	-	-
Total fuel consumption (E)	-	-
Energy consumption through other sources (F)	-	-
Total energy consumed from non-renewable sources (D+E+F)	**-**	**-**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. – No

2. Provide the following details related to water discharged: Water discharge by destination and level of treatment (in kiloliters)

Parameter	**FY 2022-23**	**FY 2021-22**
(i) To surface-water	-	-
No treatment	-	-
With treatment – please specify the level of treatment		
(ii) To groundwater		
No treatment		
With treatment – please specify the level of treatment		
(iii) To seawater		
No treatment		
With treatment – please specify the level of treatment		
(iv) Sent to third parties		
No treatment	-	-
With treatment – please specify the level of treatment	-	-
(v) Others	-	-
No treatment	-	-
With treatment – please specify the level of treatment	-	-
Total water discharged (in kiloliters)	**-**	**-**

Note: Looking at the nature of our business, this is not applicable to us.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. – Not Applicable

3. Water withdrawal, consumption and discharge in areas of water stress (in kiloliters): For each facility/plant located in areas of water stress, provide the following information:

(I) Name of the area:

(ii) Nature of operations:

(iii) Water withdrawal, consumption and discharge: -

Parameter	**FY 2022-23**	**FY 2021-22**
Water withdrawal by source (in kiloliters)	-	-
(i) Surface-water	-	-
(ii) groundwater	-	-
(iii) Third-party water	-	-
(iv) Seawater/desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kiloliters)	**-**	**-**
Total volume of water consumption (in kiloliters)	**-**	**-**
Water intensity per rupee of turnover (Water consumed/turnover)	-	-
Water intensity (optional) – the relevant metric may be selected by the entity	-	-
Total volume of water consumption (in kiloliters)	**-**	**-**

Parameter	**FY 2022-23**	**FY 2021-22**
Water discharge by destination and level of treatment (in kiloliters	-	-
(i) Into surface-water	-	-
No treatment	-	-
With treatment – please specify the level of treatment		
(ii) Into groundwater		
No treatment		
With treatment – please specify the level of treatment		
(iii) Into seawater		
No treatment		
With treatment – please specify the level of treatment		
(iv) Sent to third parties		
No treatment		
With treatment – please specify the level of treatment	-	-
(v) Others	-	-
No treatment	-	-
With treatment – please specify the level of treatment	-	-
Total water discharged (in kiloliters)	-	-

Note:-Looking at the nature of our business, this is not applicable to us.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If
yes, name of the external agency. – Not applicable

5. Please provide details of total Scope 3 emissions & their intensity:

Parameter	Unit	FY 2022-23	FY 2021-22
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	-	-	-
Total Scope 3 emissions per turnover in Million	-	-	-
Total Scope 3 emission intensity	-	-	-

Note: We will incorporate Scope 3 emissions in FY 2023-24.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.- No

6. With respect to the ecologically sensitive areas reported at Question 10 of the essential indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along with prevention and remediation activities.

   Our Company does not have any significant direct and indirect impact on ecologically sensitive areas.

7. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/waste generated, please provide details of the same as well as the of such initiatives. – Not Applicable

8. Does the entity have a business continuity and disaster management plan?

   Our Company has implemented Business Continuity Policy (BCP) wherein critical processes and other enablers have been identified and appropriate recovery plans have been put in place for such critical processes to ensure timely recovery of the Company's operations and services in the event of a crisis. BCP Framework ensures continuity of critical processes to extend essential services to the customers. Regular mock tests are carried out to ascertain BCP preparedness.

9. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?

   Not Applicable

10. Percentage of value chain partners (by the value of business done with such partners) that were assessed for environmental Impacts.

    Not Applicable

PRINCIPLE 7: BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

Essential Indicators

1) a. Number of affiliations with trade and industry chambers/associations-NIL

   c. List the top 10 trade and industry chambers/associations (determined based on the total members of such a body) the entity is a member of/affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
	NIL	

2) Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity-based on adverse orders from regulatory authorities.

No material instances reported

Leadership Indicators

1. Details of public policy positions advocated by the entity:

   Looking at the nature of our business, this is Not applicable

S.No.	Public policy advocated	Method resorted to such advocacy	Whether information available in the public domain? (Yes/No)	Frequency of review by the board (Annually/half yearly/quarterly/ others– please specify)	Web link, if available
Not applicable					

PRINCIPLE 8: BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

   Not Applicable

2. Provide information on the project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity:

   Not Applicable

3. Describe the mechanisms to receive and redress the grievances of the community.

   The company have various mechanisms to receive and redress grievances of various stakeholders

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers: Not Applicable

sParameter	FY 2022-23	FY 2021-22
Directly sourced from MSMEs/small producers	-	-
Sourced directly from within the district and neighboring districts	-	-

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the social Impact assessments (Reference: Question of essential indicators above):

   Not Applicable

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational district	Amount spent (In INR)
	Not Applicable	Not Applicable	Not Applicable

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable group? No

   (b) From which marginalized/vulnerable groups do you procure? NA

(c) What percentage of total procurement (by value) does it constitute? NA

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

   Not Applicable

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property-related disputes wherein usage of traditional knowledge is involved.

   Not Applicable

6. Details of beneficiaries of CSR projects: NO

S.no	CSR project	No. of persons benefited from CSR projects	% of beneficiaries from vulnerable and marginalized groups*

PRINCIPLE 9: BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

   Timely and appropriate customer grievance redressal is imperative. In fact, we aim to reduce the grievances, learning from our experiences, through root cause analysis. The dealings with our customers are professional, fair and transparent. The company has a customer care policy to ensure effective customer relationship management by the Company.

2. Turnover of products and/or services as a percentage of turnover from all products/services that carry information about:

   Not Applicable

3. Number of consumer complaints in respect of the following:

	FY 2022-23 (Current Financial Year)			FY 2021-22 (Previous Financial Year)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	NIL	NIL	NIL	NIL	NIL	NIL
Advertising	NIL	NIL	NIL	NIL	NIL	NIL
Cyber-security	NIL	NIL	NIL	NIL	NIL	NIL
Delivery of essential services	NIL	NIL	NIL	NIL	NIL	NIL
Restrictive trade practices	NIL	NIL	NIL	NIL	NIL	NIL
Unfair trade practices	NIL	NIL	NIL	NIL	NIL	NIL
Other	NIL	NIL	NIL	NIL	NIL	NIL

4. Details of instances of product recalls on account of safety issues.

   Not Applicable

5. Does the entity have a framework/policy on cyber security and risks related to data privacy? If available, provide a web link to the policy: NO

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on the safety of products/ services.

   Not Applicable

Leadership Indicators

1. Channels/platforms where information on products and services of the entity can be accessed.

   The information on various services of the entity can be accessed on Company's website https://spacenetent.com/

2. Steps were taken to inform and educate consumers about safe and responsible usage of products and/or services: Not Applicable

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services:Not Applicable

4. Does the entity display product information on the product over and above what is mandated as per local laws? Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity, or the entity as a whole? (Yes/No)

   Yes, we provide service information on our website over and above what is mandated under local laws.

5. Provide the following information relating to data breaches:

   a. Number of instances of data breaches along with impact.

      No instances reported in FY 2022-23. Survey was carried out to understand customer advocacy of the Company's products and services. This is carried out telephonically across all segments of our customer base.

   b. Percentage of data breaches involving personally identifiable information of customers.

      The Company did not witness any instances of data breaches during the year

For Specenet Enterprises India Limited

Sd/-
Sethurathnam Ravi
Chairman
(DIN: 00009790)

For Specenet Enterprises India Limited

Sd/-
Satya Srikanth Karaturi
Whole Time Director
(DIN: 07733024)

Date:12-08-2023.
Place: Hyderabad

Annexure-7

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 ofCompaniesAccounts) Rules, 2014)

Statement containing salient features of the financial statement ofsubsidiariesorassociate companies or Joint ventures

PartASubsidiaries

(InformationinrespectofeachsubsidiarytobepresentedwithamountsinRs.)

1. S.No: 1
2. Name of the subsidiary: Thalassa Enterprises Private Limited
3. Thedatesincewhensubsidiarywasacquired: 21-12-2021
4. Reporting period for the subsidiary concerned, if different from the holdingcompany'sreporting period: 01-04-2022 to 31-03-2023
5. ReportingcurrencyandExchangerateasonthelastdateof therelevant financialyear inthe case offoreign subsidiaries: INR
6. Sharecapital: Rs. 15,42,00,000
7. Reservesandsurplus: Rs. (8,37,53,723)
8. Total Liabilities:Rs. 7,76,44,120
9. Investments: NIL
10. Turnover: Rs.4,61,39,514
11. Profit/(Loss)beforetaxation: Rs. (18,77,611)
12. Provisionfortaxation: Rs. NIL
13. Profit/(loss)aftertaxation: Rs.(18,77,611)
14. ProposedDividend: Rs. NIL
15. Extent of shareholding (in percentage): 67.51%

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations: Spacenet Enterprises IFSC Private Limited
2. Names of subsidiaries which have been liquidated or sold during the year: Nil

Part B Associates and Joint Ventures : NIL

Statement pursuant to Section 129 (3) of the Companies Act, 2013 relatedto Associate Companiesand JointVentures

NameofAssociatesorJointVentures	Name 1	Name 2	Name 3
1.LatestauditedBalanceSheetDate			
2. Date on which the Associate or JointVenturewasassociatedoracquired			
3.Sharesof AssociateorJointVentures heldbythe companyontheyearend			
No.			
AmountofInvestmentinAssociatesorJoint Venture			
ExtentofHolding(inpercentage)			
4. Description of how there is significantinfluence			
5. Reason why the associate/Jointventure Is not consolidated.		NA	
6. Net worth attributable to shareholdingasperlatestauditedBalanceSheet			
7.ProfitorLossfortheyear			
i.ConsideredinConsolidation			
ii.NotConsidered inConsolidation			

1. Namesof associatesorjointventureswhichareyettocommenceoperations.
2. Namesof associatesorjointventureswhichhavebeenliquidatedorsoldduringthe year.

Note: ThisForm istobecertifiedinthesamemannerinwhichtheBalanceSheetistobe certified.

For Specenet Enterprises India Limited

Sd/-
Sethurathnam Ravi
Chairman
(DIN:00009790)

For Specenet Enterprises India Limited

Sd/-
Satya Srikanth Karaturi
Whole Time Director
(DIN: 07733024)

Date:08-12-2023
Place: Hyderabad

Annexure-8

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 2022-23

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.

Details of contracts or arrangements or transactions not at Arm's length basis : NIL

Details of contracts or arrangements or transactions at Arm's length basis.

(Amounts in Rs. Lakh)

Name of the Related party	Relationship	Nature of/contract/ Transactions	Balance Outstanding as on 01-04-2022	Transactions during the FY 2022-23	Balance Outstanding as on 31st March 2023
Barret Commodity Traders Private Limited	Entity in which Directors/KMP are interested	Trade receivables	1252.82	1481.11	NIL
		Sales	NIL	221.65	NIL
		Net of advance given/received	15.00	15.00	NIL
Kling Enterprises India Limited	Entity in which Directors/KMP are interested	Trade receivables	NIL	NIL	NIL
Thalassa Enterprises India Private Limited	Subsidiary company	Trade payables	879.77	1104.9	NIL
		Trade Advance	NIL	684.82	399.82
		Purchases	NIL	218.74	NIL
		Investment	756.00	285.00	1041.00
Mr. Dasigi Venkata Prakash Rao	Director	Remmuneration	0.62	7.66	0.62
Mr.Satya Srikanth Karaturi	Director	Remmuneration	0.62	7.64	0.44
Mr.Suresh Tammineedi	Director	Remmuneration	0.73	9.00	0.72
Mr.Chowda Reddy	Company Secretary	Remuneration	0.76	9.36	0.75
Mrs Usha Rani Meenavalli	Promoter	Rent	NIL	2.20	NIL
		Advisory services	NIL	18.15	1.49
Venkata Srinivas Meenavalli	Promoter	Repayment of loan	13.58	13.58	NIL
		Advisory services	1.49	31.90	2.48
Kling Trading India Private Limited	Entity Controlled by Promoter	Repayment of Loan	38.20	38.2	NIL
		Loan Received	NIL	NIL	NIL

Independent Auditor's Report

To the Members of
Spacenet Enterprises India Limited

Report on the Audit of the Standalone Financial Statements

Opinion
We have audited the accompanying Standalone Financial Statements of Spacenet Enterprises India Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended (the "Act") in the manner so required and give a true and fair view in conformity with the 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, 2023, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for opinion
We conducted our audit of standalone financial statements in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone 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 standalone financial statements under the provisions of the Act and the Rules made 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 obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters
Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1.	Recoverability and valuation of allowance for impairment of certain overdue Trade Receivable. Refer Note 7 of standalone financial statement.	Besides obtaining an understanding of Management's processes and controls with regard to testing the Trade Receivables for impairment our procedures included the following: a) We understood the methodology applied by Management in performing its impairment test for the

		trade receivable at realizable value and walked through the controls over the process. b) Evaluated reasonableness of the method, assumptions and judgements used by the management with respect to recoverability and determination of expected credit loss of overdue trade receivables.

Information other than the standalone financial statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Report of the Board of Directors including Annexures thereto, Management Discussion and Analysis Report and Business Responsibility Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the standalone financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, 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 Standalone 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 Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity 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 the 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 standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors of the Company is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone 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 control 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 control with reference to standalone financial statements 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 Company's ability 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, based on our audit we report that:
   a. 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;

   b. 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;

   c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

   e. On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

   f. With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Standalone Financial Statement.

   g. 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 directors during the year is in accordance with the provisions of section 197 of the Act.

   h. 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

      ii. The Company did not have any long-term contracts including derivative contract for which there were any material foreseeable losses.

      iii. There were no amounts, which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv.

a. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b. The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c. Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The company has not declared or paid any dividend during the year.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For Jayesh Sanghrajka & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 104184W/W100075

Pritesh Bhagat
Designated Partner
Membership No. 144424
UDIN: 23144424BGRNLC2487

Place: Mumbai
Date: May 30, 2023

Annexure 1 to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

B. The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a program of verification of property, plant and equipment to cover all the items in a phased manner over a period of two years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain property, plant and equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) The Company does not have any immovable property. Accordingly, the requirement to report on clause 3(i)(c) of the Order is not applicable to the Company.

(d) The Company has not revalued any of its property, plant and equipment and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of INR 5 crore in aggregate from bank during the year on the basis of security of current assets of the Company. The Company is not required to file quarterly returns/statements with such bank. Accordingly, requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) The Company has not provided guarantee or granted any loans or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. The Company has made investment in two companies during the year.

(a) The Company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year. Accordingly, reporting on clause 3(iii)(a) of the Order is not applicable to the Company.

(b) Based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of the investment made are, prima facie, not prejudicial to the interest of the Company.

(c) The Company has not granted any loans or advances in the nature of loans, secured or unsecured, during the year. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.

(d) The Company has not granted any loans or advances in the nature of loans, secured or unsecured, during the year. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the Company.

(e) The Company has not granted any loans or advances in the nature of loans, secured or unsecured, during the year. Accordingly, the requirement to report on clause 3(iii)(e) of the Order is not applicable to the Company.

(f) The Company has not granted any loans or advances in the nature of loans, secured or unsecured, during the year. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

(iv) The Company has not given any loans, or provided any guarantee or security to which provision of Section 185 of the Companies Act, 2013 is applicable. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to investments made.

(v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, the requirement to report on clause 3 (v) of the Order is not applicable to the Company.

(vi) The maintenance of cost records has not been specified by the Central Government under Section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Accordingly, requirement to report on clause 3(vi) of the Order is not applicable to the Company.

(vii) In respect of statutory dues:

(a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company have been regularly deposited by it with the appropriate authorities in all cases during the year.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

(b) Details of statutory dues referred to in subclause (a) above which have not been deposited as on March 31, 2023 on account of disputes are given below:

Name of Statute	**Nature of Dues**	**Period to which amount relates**	**Amount (INR in Lakhs)**	**Forum where the dispute is pending**
Income Tax Act 1961	Income Tax	AY 2012-13	26.65	Commissioner of Income Tax
Income Tax Act 1961	Income Tax	AY 2014-15	19.62	Commissioner of Income Tax

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(ix) (a) In our opinion, the Company has not defaulted in repayment of loans or borrowings, or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not taken any term loan during the year and hence, requirement to report on clause 3 (ix)(c) of the Order is not applicable to the Company.

(d) We report that no funds have been raised on short-term basis by the Company. Accordingly, requirement to report on clause 3(ix)(d) of the Order is not applicable to the Company.

(e) On overall examination of the financial statements, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary.

(f) The Company has not raised loans during the year on pledge of securities held in its subsidiary.

(x) (a) The company has not raised any monies by way of Initial Public Offer or further public offer (including debt instruments) during the year. Accordingly, requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has made private placement during the year and complied with Section 42 of the Companies Act, 2013. Further, the funds raised through private placement were used for the purpose for which the funds were raised.

(xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of Section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) No whistle blower complaints were received during the year.

(xii) The Company is not a Nidhi Company and hence requirement to report on clause (xii) of the Order is not applicable to the Company.

(xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year in determining the nature, timing and extent of our audit procedures.

(xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, requirement to report on clause 3 (xvi)(a) of the Order is not applicable to the Company.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, requirement to report on clause 3 (xvi)(b) of the Order is not applicable to the Company.

The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.

(c) The Group does not have any CIC. Accordingly, the requirement to report on clause 3(xvi)(d) is not applicable to the Company.

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) The provisions of Section 135 of the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, the requirement to report on clause 3(xx)(a) of the Order is not applicable to the Company.

(b) The provisions of Section 135 of the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, the requirement to report on clause 3(xx)(a) of the Order is not applicable to the Company.

For Jayesh Sanghrajka & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 104184W/W100075

Pritesh Bhagat
Designated Partner
Membership No. 144424
UDIN: 23144424BGRNLC2487

Place: Mumbai
Date: May 30, 2023

Annexure 2 to the Independent Auditor's Report:

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to Standalone Financial Statements under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls with reference to Standalone Financial Statements of Spacenet Enterprises India Limited (the "Company") as of March 31, 2023 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 with reference to standalone financial statements 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 ("ICAI"). 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 the 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 Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Standalone Financial Statements 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to Standalone Financial Statements. 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 with reference to Standalone Financial Statements 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 with reference to Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to Standalone Financial Statements, 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 with reference to Standalone Financial Statements.

Meaning of Internal Financial Controls with reference to Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements 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 controls with reference to standalone financial statements 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to Standalone Financial Statements, 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 with reference to Standalone Financial Statements to future periods are subject to the risk that the internal financial control with reference to Standalone Financial Statements 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to Standalone Financial Statements and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the criteria for internal financial control with reference to Standalone Financial Statements 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 Jayesh Sanghrajka & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 104184W/W100075

Pritesh Bhagat
Designated Partner
Membership No. 144424
UDIN: 23144424BGRNLC2487

Place: Mumbai
Date: May 30, 2023

Spacenet Enterprises India Limited
Standalone Balance Sheet as at March 31, 2023

INR in Lakhs

	Notes	As at 31-03-2023	As at 31-03-2022
Assets			
Non-current assets			
Property, plant and equipment	3	8.06	9.91
Other Intangible assets	4	47.94	52.06
Financial assets			
Investment	5	2,930.63	1,396.63
Deferred tax assets (net)	16	-	2.98
Other non-current assets	9	3.83	3.83
		2,990.46	**1,465.41**
Current assets			
Inventories	6	0.83	-
Financial assets			
Trade receivables	7	3,670.87	2,272.28
Cash and cash equivalents and other bank balances	10	189.59	358.48
Bank balances other than cash and cash equivalent	10	1.00	195.00
Other financial assets	8	12.67	552.59
Other current assets	9	752.42	11.80
		4,627.38	**3,390.15**
Total assets		**7,617.84**	**4,855.56**
Equity and liabilities			
Equity			
Equity share capital	11	5,336.70	5,303.58
Other equity	12	(43.74)	(1,874.63)
Total equity		**5,292.96**	**3,428.95**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	13	-	51.78
Provisions	15	4.21	2.04
		4.21	**53.82**
Current liabilities			
Financial liabilities			
Borrowings	13	-	186.71
Trade payables	17		
i) total outstanding dues of micro enterprises and small enterprises		-	879.77
ii) total outstanding dues of creditors other than micro-enterprises and small enterprises		1,625.62	226.59
Other financial liabilities	14	-	7.61
Other current liabilities	18	688.67	57.38
Provisions	15	6.38	14.73

		2,320.67	**1,372.79**
Total liabilities		**2,324.88**	**1,426.61**
Total equity and liabilities		**7,617.84**	**4,855.56**

The accompanying notes are an integral part of the Standalone financial Statements
In terms of our report attached

For Jayesh Sanghrajka & Co. LLP
Chartered Accountants
ICAI Firm registration number:
104184W/W100075

For and on behalf of the Board of Directors of
Spacenet Enterprises India Limited

CIN: L72200TG2010PLC068624

Pritesh Bhagat
Designated Partner
Membership No.: 144424

SethurathnamRavi
Chairman & Non Executive Director
DIN: 00009790

Satya Srikanth Karaturi
Whole-time Director
DIN: 07733024

Dasigi Venkata Surya Prakash Rao
Director & Chief Financial Officer
DIN: 03013165

M. Chowda Reddy
Company Secretary
Membership No.: A48009

Place: Mumbai
Date: May 30, 2023

Place: Hyderabad
Date: May 30, 2023

Place: Hyderabad
Date: May 30, 2023

Spacenet Enterprises India Limited
Statement of Standalone Profit and Loss for the year ended March 31, 2023

INR in Lakhs except per share data

	Notes	31-Mar-23	31-Mar-22
Income			
Revenue from operations	19	14,211.07	4,005.04
Other income	20	41.72	49.01
Total Income		**14,252.79**	**4,054.05**
Expenses			
Purchase of Traded goods	21	12,914.65	3,684.25
Changes in inventories of Stock-in-trade	22	(0.83)	-
Employee benefits expense	23	177.55	98.30
Finance costs	24	31.95	1.76
Depreciation and amortisation expense	25	19.32	12.15
Other expenses	26	839.75	169.37
Total expenses		**13,982.39**	**3,965.83**
Profit before exceptional items and tax		**270.40**	**88.22**
Exceptional items		-	-
Profit before tax		**270.40**	**88.22**
Tax expenses			
Current tax		-	13.76
Deferred tax charge/ (credit)		-	(1.67)
Adjustment of tax of earlier years		(10.78)	-
Income tax expense		**(10.78)**	**12.09**
Profit for the year		**281.18**	**76.13**
Other comprehensive income			
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Re-measurement gains/ (losses) on defined benefit plan		(0.61)	0.18
Income tax effect		-	-
Other comprehensive income for the year, net of tax		**(0.61)**	**0.18**
Total comprehensive income for the year		**280.57**	**76.31**
Earnings per equity share (in INR) [nominal value of INR 1 per shar (Previous year - INR 1 per share)]	32		
Basic		0.05	0.03
Diluted		0.05	0.03

The accompanying notes are an integral part of the Standalone financial statements In terms of our report attached

For Jayesh Sanghrajka & Co. LLP
Chartered Accountants
ICAI Firm registration number:
104184W/W100075

Pritesh Bhagat
Designated Partner
Membership No.: 144424

Place: Mumbai
Date: May 30, 2023

For and on behalf of the Board of Directors of
Spacenet Enterprises India Limited
CIN: L72200TG2010PLC068624

Sethurathnam Ravi
Chairman & Non Executive Director
DIN: 00009790

Dasigi Venkata Surya Prakash Rao
Director & Chief Financial Officer
DIN: 03013165

Place: Hyderabad
Date: May 30, 2023

Satya Srikanth Karaturi
Whole-time Director
DIN: 07733024

M. Chowda Reddy
Company Secretary
Membership No.: A48009

Place: Hyderabad
Date: May 30, 2023

Spacenet Enterprises India Limited
Statement of Standalone Cash Flows for the year ended March 31, 2023

INR in Lakhs

	31-Mar-23	31-Mar-22
Operating activities		
Profit / (Loss) before tax	**270.40**	**88.22**
Adjustments to reconcile loss before tax to net cash flows:		
Depreciation on property, plant and equipment & investment property	19.32	12.15
Net foreign exchange differences	-	0.00
Allowance for doubtful receivable	37.29	-
Sundry balances written back	-	(35.86)
Finance income	(3.73)	(12.47)
Share based payment to employees	70.31	-
Finance cost	31.95	1.76
Balance written off	0.44	-
Working capital adjustments:		
(Increase)/ decrease in trade receivables	(1,425.87)	(949.32)
(Increase)/ decrease in inventories	(0.83)	-
(Increase)/ decrease in financial assets	516.83	(521.21)
(Increase)/ decrease in other assets	(740.61)	(5.47)
Increase/ (decrease) in trade payables	234.26	1,063.18
Increase/ (decrease) in provisions	6.97	2.12
Increase/ (decrease) in other liabilities	631.28	(17.67)
	(352.01)	(374.57)
Income tax paid (net of refund)	-	-
Net cash flows from / (used in) operating activities (A)	**(352.01)**	**(374.57)**
Investing activities		
Purchase of property, plant and equipment	(7.56)	0.73
Purchase of intangible assets	(0.65)	(57.90)
Bank Balance other than cash and cash equivalent	194.00	(195.00)
Investment made in subsidiary and others	(1,249.00)	(1,396.63)
Interest received	4.03	12.15
Net cash flows from / (used in) investing activities (B)	**(1,059.18)**	**(1,636.65)**
Financing activities		
Proceeds from borrowings, net	(238.49)	2,328.93
Proceed from issue of Share Warrants	1,480.00	-
Issue of share capital	33.12	-
Interest paid (gross)	(32.33)	(1.37)
Net cash flows from / (used in) financing activities (C)	**1,242.30**	**2,327.56**
Net increase/ (decrease) in cash and cash equivalents	(168.89)	316.35
Cash and cash equivalents at the beginning of the year (refer note 10)	358.48	42.13
Cash and cash equivalents at the end of the period (refer note 10)	**189.59**	**358.48**

The accompanying notes are an integral part of the Standalone financial statements
In terms of our report attached

For Jayesh Sanghrajka & Co. LLP
Chartered Accountants
ICAI Firm registration number: 104184W/W100075

For and on behalf of the Board of Directors of
Spacenet Enterprises India Limited
CIN: L72200TG2010PLC068624

Pritesh Bhagat
Designated Partner
Membership No.: 144424

Sethurathnam Ravi
Chairman & Non Executive Director
DIN: 00009790

Satya Srikanth Karaturi
Whole-time Director
DIN: 07733024

Dasigi Venkata Surya Prakash Rao
Director & Chief Financial Officer
DIN: 03013165

M. Chowda Reddy
Company Secretary
Membership No.: A48009

Place: Mumbai
Date: May 30, 2023

Place: Hyderabad
Date: May 30, 2023

Place: Hyderabad
Date: May 30, 2023

Spacenet Enterprises India Limited
Notes to the Standalone financial statements for the year ended March 31, 2023

1. Corporate information

The standalone financial statements comprise financial statements of Spacenet Enterprises India Limited ("the Company") for the year ended March 31, 2023. The Company is a Company domiciled in India and incorporated under the provisions of Companies Act applicable in India on May 28, 2010. Its shares are listed on recognised stock exchange of India, the National Stock Exchange of India Limited. The registered office of the Company is located at Plot No.114, Survey No.66/2, Raidurgam Gachibowli, Prasanth hills, Navkhalsa, Serilingampally, Hyderabad Rangareddi, 500 008, Telangana.

The company is primarily engaged in trading of commodities and providing Information technology related services.

The standalone financial statements are approved for issue by the Company's Board of Directors on May 30, 2023.

2. Significant Accounting Policies

2.1. Basis of preparation of financial statements

The financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the standalone financial statement.

These financial statements have been prepared in Indian Rupee which is also the functional currency of the Company and all values are rounded to the Lakhs, except when otherwise indicated. These financial statements have been prepared on historical cost basis, except for certain financial assets and liabilities which are measured at fair value or amortised cost at the end of each reporting period, as explained in the accounting policies below.

2.2. Significant accounting judgements, estimates and assumptions

The preparation of the Company's standalone financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Critical accounting estimates

I. Taxes

Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the same can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

II. Provisions and Contingent Liability

The timing of recognition and quantification of the liability (including litigations) requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

2.3. Current versus non-current classification

The Company presents assets and liabilities in the standalone balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

I. "Expected to be realised or intended to be sold or consumed in normal operating cycle,"
II. Held primarily for the purpose of trading,
III. Expected to be realised within twelve months after the reporting period, or
IV. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

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 twelve months after the reporting date; or
IV. The company does not have an unconditional right to defer settlement of the liability for at least twelve 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.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non current assets and liabilities.

Operating cycle for current and non-current classification

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The company has taken Operating cycle to be twelve months.

2.4. Fair value measurement of financial instruments

The Company measures financial instruments, such as, Investments at fair value at each balance sheet date using valuation techniques. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either

a) In the principal market for the asset or liability, or
b) In the absence of a principal market, in the most advantageous market for the asset or

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.5. Property, Plant and Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Gains or losses arising from derecognition of Property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

2.6. Intangible asset

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period with the affect of any change in the estimate being accounted for on a prospective basis. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

2.7. Depreciation and Amortization

Depreciation on Property, plant and equipment is provided on the straight-line basis over the useful lives of assets specified in Schedule II to the Companies Act, 2013

Software being intangible asset is amortised on straight-line basis over a period of 4 years.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. The amortization period and the amortization method are reviewed at least at each financial year end.

2.8. "Impairment of Financial and Non-Financial Assets"

"The impairment provisions for Financial Assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period."

In case of non-financial assets, assessment of impairment indicators involves consideration of future risks. Further, the company estimates asset's recoverable amount, which is higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

2.9. Revenue Recognition

The Company derives revenues primarily from IT services comprising software development and related services, and trading in commodities.

Revenue from operation

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

Contract balances

i. Trade receivables

The amounts billed on customer for work performed and are unconditionally due for payment i.e. only passage of time is required before payment falls due, are disclosed in the balance sheet as trade receivables.

ii. Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration or is due from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier).

Contract liabilities are recognised as revenue when the Company performs under the contract.

Interest income

Interest income from a financial assets is recognised using effective interest rate method

Dividend

Dividend income is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

2.10. Taxes on income

Current income tax

Tax expense for the year comprises current and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the standalone statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

"Deferred tax liabilities are recognised for all taxable temporary differences, except:"

i. When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

ii. In respect of taxable temporary differences associated with investments in subsidiary and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

i. When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

ii. In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

"All other acquired tax benefits realised are recognised in profit or loss."

2.11. Earnings Per Share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity share holders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as fresh issue, bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity shares holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon 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 from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

2.12. Leases

Where the Company is lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i. Right-of-use asset

"The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

The right-of-use assets are also subject to impairment."

ii. Lease Liabilities

At the commencement date of the lease, the company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset

iii. Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

2.13. Foreign currencies transactions and translation

The Company's financial statements are presented in Indian Rupee, which is also the Company's functional currency.

In preparing the financial statements, transactions in the currencies other than the Company's functional currency are recorded at the rates of exchange prevailing on the date of transaction. At the end of each reporting period, monetary items denominated in the foreign currencies are re-translated at the rates prevailing at the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the retranslation or settlement of other monetary items are included in the statement of profit and loss for the period.

2.14. Cash and Cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

2.15. Employee benefits

Defined benefit plans

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on Projected Unit Credit Method made at the end of the financial year. Actuarial gains and losses for both defined benefit plans are recognized in full in the period in which they occur in the statement of OCI.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the standalone balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

"Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. Past service costs are recognised in profit or loss on the earlier of:"

• The date of the plan amendment or curtailment,

• The date that the Company recognises related restructuring costs

Termination benefits

The Company recognizes termination benefit as a liability and an expense when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the termination benefits fall due more than 12 months after the balance sheet date, they are measured at present value of future cash flows using the discount rate determined by reference to market yields at the balance sheet date on government bonds.

Compensated Absences

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated advances are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Remeasurement gains/losses on defined benefit plans are immediately taken to the Statement of Profit & Loss and are not deferred.

2.16. Provisions and Contingencies

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain.

The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A provision for onerous contracts is recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

Provisions and contingent liability are reviewed at each balance sheet.

2.17. Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds including interest expense calculated using the effective interest method, finance charges in respect of assets acquired on finance lease. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset until such time as the assets are substantially ready for the intended use or sale. All other borrowing costs are expensed in the year in which they occur.

2.18. Related party transactions

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the period-end are unsecured and settlement occurs in cash or credit as per the terms of the arrangement. Impairment assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

2.19. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Following are the categories of financial instrument:

a) Financial assets at amortised cost

b) "b) Financial assets at fair value through other comprehensive income (FVTOCI)"
c) Financial assets at fair value through profit or loss (FVTPL)

a) Financial assets at amortised cost
Financial assets are subsequently measured at amortised cost using the effective interest rate method if these financial assets are held within a business whose objective is to hold these assets in order 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.

b) "b) Financial assets at fair value through other comprehensive income (FVTOCI) "
Debt financial assets measured at FVOCI:
Debt instruments are subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets 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.

Equity Instruments designated at FVOCI:
On initial recognition, the Company makes an irrevocable election on an instrument-by-instrument basis to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments, other than equity investment which are held for trading. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments.

c) Financial assets at fair value through profit or loss (FVTPL)
Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading. Other financial assets such as unquoted Mutual funds are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition.

Derecognition
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:
a) the rights to receive cash flows from the asset have expired, or
b) the Company has transferred its rights to receive cash flows from the asset, and
   i. the Company has transferred substantially all the risks and rewards of the asset, or
   ii. the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss ('ECL') model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance
b) Financial assets that are debt instruments and are measured at FVTOCI.
c) Financial guarantee contracts which are not measured as at FVTPL.

"The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

"For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. "

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider

i. All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument ii) Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms
ii. ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss . This amount is reflected under the head 'other expenses' in the Statement of Profit and Loss. In the balance sheet, ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

Offsetting:

Financial assets and financial liabilities are offset and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement

"The measurement of financial liabilities depends on their classification, as described below:"

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

Loans and borrowings

"This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings."

De-recognition

"A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss. "

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

2.20. Share Based Payments

"Equity-settled share based payments to employees are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share."

Notes to the Standalone financial statements for the year ended March 31, 2023

3 Property, plant and equipment

INR in Lakhs

	Plant and machinery	Computers	Furniture and fixtures	Office equipment	Total
Cost or valuation					
At April 1, 2021	3.13	31.09	1.63	0.35	36.20
Additions	-	1.93	-	4.55	6.48
Disposals	-	-	-	-	-
At March 31, 2022	**3.13**	**33.02**	**1.63**	**4.90**	**42.68**
Additions	-	-	-	0.35	0.35
Disposals	-	-	-	-	**-**
At March 31, 2023	**3.13**	**33.02**	**1.63**	**5.25**	**43.03**
Depreciation and impairment					
At April 1, 2021	0.34	31.09	0.23	0.05	31.71
Depreciation charge for the year	0.48	0.22	0.16	0.20	1.05
Disposals	-	-	-	-	-
At March 31, 2022	**0.82**	**31.31**	**0.39**	**0.25**	**32.77**

Depreciation charge for the year	0.39	0.64	0.16	1.02	2.21
Disposals	-	-	-	-	-
At March 31, 2023	**1.21**	**31.95**	**0.55**	**1.26**	**34.98**
Net Book value					
At April 1, 2021	**2.78**	**-**	**1.41**	**0.30**	**4.49**
At March 31, 2022	**2.31**	**1.70**	**1.25**	**4.66**	**9.91**
At March 31, 2023	**1.92**	**1.06**	**1.08**	**3.99**	**8.06**

4 Other Intangible assets

		INR in Lakhs
	Computer Software	**Total**
Cost or valuation		
At April 1, 2021	17.72	17.72
Additions	57.90	57.90
Disposals	-	-
At March 31, 2022	**75.62**	**75.62**
Additions	12.99	12.99
Disposals	-	-
At March 31, 2023	**88.61**	**88.61**
Amortization and impairment		
At April 1, 2021	12.46	12.46
Amortization charge for the year	11.10	11.10
Disposals	-	-
At March 31, 2022	**23.56**	**23.56**
Amortization charge for the year	17.11	17.11
Disposals	-	-
At March 31, 2023	**40.67**	**40.67**
Net Book value		
At April 1, 2021	**5.26**	**5.26**
At March 31, 2022	**52.06**	**52.06**
At March 31, 2023	**47.94**	**47.94**

5 Investment

INR in Lakhs

	31-Mar-23	**31-Mar-22**
Non-current investments:		
Unquoted Equity Instruments	1,291.63	1,006.63
Unquoted Preference Shares	1,639.00	390.00
Total investments	**2,930.63**	**1,396.63**
Market Value of Quoted Investments	-	-
Aggregate amount of Unquoted Investments	2,930.63	1,396.63
Aggregate amount of Quoted Investments	-	-
Aggregate Amount of Impairment in Value of Investments	-	-

	Face value	Nos.		INR in Lakhs	
		31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
Unquoted Equity Instruments					
Carried at cost					
Investment in Subsidiary					
Thalassa Enterprises Private Limited	INR 10	1,04,10,000	75,60,000	1,041.00	756.00
Total Unquoted Equity Instruments				**1,041.00**	**756.00**
Carried at fair value through Profit and Loss *					
Billmart Fintech Private Limited	INR 1	62,500	62,500	250.63	250.63
				250.63	**250.63**
Total Unquoted Equity Instruments				**1,291.63**	**1,006.63**
Unquoted Preference Shares					
Carried at fair value through Profit and Loss *					
Nashviille Infra Services Limited (Refer note (a) below)	INR 10	39,00,000	39,00,000	390.00	390.00
Billmart Fintech Private Limited (Refer note (b) below)	INR 100	6,245	-	1,249.00	-
Total Unquoted Preference Shares				**1,639.00**	**390.00**

*Costs of these unquoted equity instruments and unquoted preference shares have been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represent the best estimate of fair value within that range.

(a) Preference shares of Nashviille Infra Services Limited are 0.01% Cumulative Optionally Convertible Redeemable Preference shares and shall be convertible into equity shares at any time after the expiry of three years from the date of allotment.

(b) Preference shares of Billmart Fintech Private Limited are 0.01% Non Cumulative Compulsorily Convertible Redeemable Preference shares of face value INR 100 at a premium of INR 19,900 and shall be mandatorily convertible into equity shares after the expiry of twenty years from the date of allotment or anytime at the option of the investor.

6 Inventories

(Valued at lower of cost and net realizable value) **INR in Lakhs**

	31-Mar-23	31-Mar-22
Traded goods		
Commodities	0.83	-
Total Inventories	**0.83**	**-**

7 Trade receivable

INR in Lakhs

	Current		Non Current	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
Trade receivables considered good- Unsecured	3,670.87	1,019.46	-	-
Receivables from related parties (refer note 27)	-	1,252.82	-	-

Trade Receivables - credit impaired	27.28	-		
Total Trade receivables	**3,698.15**	**2,272.28**	**-**	**-**
Trade receivables				
Unsecured, considered good				
-From Related Parties	-	1,252.82	-	-
-From Others	3,670.87	1,019.46	-	-
Trade Receivables - credit impaired	27.28	-	-	-
	3,698.15	2,272.28	-	-
Impairment Allowance (allowance for bad and doubtful debts)				
Less: Allowance for Credit Impairment	(27.28)	-	-	-
Net Trade receivables	**3,670.87**	**2,272.28**	**-**	**-**

Trade Receivables Aging Schedule

At March 31, 2023 **INR in Lakhs**

Particulars	**Outstanding for following periods from due date of payments**					**Total**
	Less than 6 months	**6 months - 1 year**	**1- 2 years**	**2- 3 years**	**More than 3 years**	
Undisputed trade-receivables - considered good	3,670.87	-	-	-	-	3,670.87
Undisputed trade-receivables - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed trade-receivables - credit impaired	-	27.28	-	-	-	27.28
Disputed trade-receivables - considered good	-	-	-	-	-	-
Disputed trade-receivables - which have significant increase in credit risk	-	-	-	-	-	-
Disputed trade-receivables - credit impaired	-	-	-	-	-	-
Less: Allowance for Impairment	-	-	-	-	-	27.28
Total	**3,670.87**	**27.28**	**-**	**-**	**-**	**3,670.87**

At March 31, 2022 **INR in Lakhs**

Particulars	**Outstanding for following periods from due date of payments**					**Total**
	Less than 6 months	**6 months - 1 year**	**1- 2 years**	**2- 3 years**	**More than 3 years**	
Undisputed trade-receivables - considered good	1,697.43	-	-	574.85	-	2,272.28

Undisputed trade-receivables - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed trade-receivables - credit impaired	-	-	-	-	-	-
Disputed trade-receivables - considered good	-	-	-	-	-	-
Disputed trade-receivables - which have significant increase in credit risk	-	-	-	-	-	-
Disputed trade-receivables - credit impaired	-	-	-	-	-	-
Total	**1,697.43**	**-**	**-**	**574.85**	**-**	**2,272.28**

8 Other financial assets

INR in Lakhs

	Current		Non-current	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
Unsecured and considered good, unless otherwise stated				
Security deposits	4.20	4.20	-	-
Interest accrued on fixed deposits	0.01	0.31	-	-
Advance to employee	-	0.50	-	-
Trade advance to related party (refer note 27)	-	15.00	-	-
Other receivables	8.46	532.58	-	-
Considered Doubtful				
Other receivables.	10.01	-	-	-
Less: Provision for Doubtful receivables	(10.01)	-		
Net Other financial assets	**12.67**	**552.59**	**-**	**-**

9 Other assets

INR in Lakhs

	Current		Non-current	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
Prepaid expenses	0.83	0.39	-	-
Balances with statutory/ government authorities	26.35	11.26	3.83	3.83
Advance to suppliers	320.99	0.15	-	-
Advance to related party (refer note 27)	399.82	-	-	-
Other advances	4.43	-	-	-
Total Other assets	**752.42**	**11.80**	**3.83**	**3.83**

10 Cash and cash equivalents and other bank balances

INR in Lakhs

	31-Mar-23	**31-Mar-22**
Cash and cash equivalents		

Balances with banks:		
– On current accounts	189.54	349.18
– Deposits with less than three months maturity	–	9.25
Cash on hand	0.05	0.05
Cash and cash equivalents Balances with banks:	**189.59**	**358.48**
Other bank balances		
– Deposits with maturity for more than 3 months but less than 12 months	1.00	195.00
	1.00	**195.00**

11 Equity share capital

	31-Mar-23	31-Mar-22
Authorised Share Capital		
65,00,00,000 (55,00,00,000) Equity Shares of INR 1 each	6,500.00	5,500.00
Issued, Subscribed and Paid-up		
53,36,70,374 (53,03,58,374) Equity Shares of INR 1 each, fully paid-up	5,336.70	5,303.58
Total Issued, Subscribed and Paid-up Equity Shares	**5,336.70**	**5,303.58**

During the year ended March 31, 2023, the authorised share capital was increased by INR 1,000 Lakhs i.e. 10,00,00,000 Equity shares of INR 1 each.

The reconciliation of the number of shares as at March 31, 2023 is set out below:

	No. of Shares	INR in Lakhs
Equity shares of INR 1 each issued, subscribed and fully paid		
At April 1, 2021	**15,81,58,374**	**1,581.58**
Add: Shares issued during the year	37,22,00,000	3,722.00
At March 31, 2022	**53,03,58,374**	**5,303.58**
Add: Shares issued during the year	33,12,000	33.12
At March 31, 2023	**53,36,70,374**	**5,336.70**

Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of INR 1 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. 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 Honourable National Company Law Tribunal, Hyderabad Bench, Hyderabad-1 dated. January 5, 2021.

Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	31-Mar-23		31-Mar-22	
	No of Shares	Holding percentage	No of Shares	Holding percentage
Equity shares of INR.1 each fully paid up				
Matis Enterprise Private Limited	12,92,00,000	24.21%	12,92,00,000	24.36%
Sri Matha Meenavalli	4,14,68,173	7.77%	4,14,68,173	7.82%
Realstone Trading Company Private Limited	2,80,98,353	5.27%	3,00,00,000	5.66%
Black Hawk Properties Private Limited	2,77,11,447	5.19%	3,00,00,000	5.66%

Details of Shares held by promoters
As at March 31, 2023

Promoter Name	No. of Shares at the beginning of the year	Change during the year	No. of shares at the end of year	% age of Total Shares	% change during the year
Equity shares of INR.1 each fully paid up					
Meenavalli Krishna Mohan	2,00,80,786	(2,00,00,000)	80,786	0.02%	-3.77%
M V Laxmi	74,466	-	74,466	0.01%	0.00%
Meenavalli Usha Rani	64,80,946	-	64,80,946	1.21%	-0.01%
Sri Matha Meenavalli	4,14,68,173	-	4,14,68,173	7.77%	-0.05%
Meenavalli Ganesh	2,00,00,000	-	2,00,00,000	3.75%	-0.02%
Total	**8,81,04,371**	**(2,00,00,000)**	**6,81,04,371**	**12.76%**	**-3.85%**

As at March 31, 2022

Promoter Name	No. of Shares at the beginning of the year	Change during the year	No. of shares at the end of year	% age of Total Shares	% change during the year
Equity shares of INR.1 each fully paid up					
Meenavalli Krishna Mohan	80,786	2,00,00,000	2,00,80,786	3.79%	3.74%
M V Lakshmi	74,466	-	74,466	0.01%	-0.03%
Meenavalli Usha Rani	8,79,49,119	(8,14,68,173)	64,80,946	1.22%	-54.39%
Uma Kuna Reddy	26,68,852	(26,68,852)	-	0.00%	-1.69%
Sri Matha Meenavalli	-	4,14,68,173	4,14,68,173	7.82%	7.82%
Meenavalli Ganesh	-	2,00,00,000	2,00,00,000	3.77%	3.77%
Total	**9,07,73,223**	**(26,68,852)**	**8,81,04,371**	**16.61%**	**-40.78%**

Note : As per records of the Company, including its register of shareholders/ members and other declaration received from shareholders regarding beneficial interest, the above shareholding represent both legal and beneficial ownership of shares.

12 Other equity

INR in Lakhs

	31-Mar-23	31-Mar-22
Capital Reserve		
Balance at the beginning of the year	174.34	174.34
Changes during the year	-	-
Closing balance	**174.34**	**174.34**
General Reserve		
Balance at the beginning of the year	1,206.82	1,206.82
Changes during the year	-	-
Closing balance	**1,206.82**	**1,206.82**
Share Based Payment Reserve		
Balance at the beginning of the year	-	-
Changes during the year (ESOP)	25.93	-
Closing balance	**25.93**	**-**
Equity Share Premium Account		
Balance at the beginning of the year	-	-
Changes during the year (Equity Share Premium Account)	44.38	-
Closing balance	**44.38**	**-**
Money received against Share Warrant		
Balance at the beginning of the year	-	-
Changes during the year	1,480.00	-
Closing balance	**1,480.00**	**-**
*The Company has received application for 1,48,00,000 warrants which is to be converted to 1 equity share each of the face value of INR 1 each. The warrants were issued with a valuation of INR 20 per warrant and the Company has received the upfront consideration of 50% i.e. INR 1,480 Lakhs.		
Net Surplus / (deficit) in the statement of profit and loss		
Balance at the beginning of the year	(3,255.80)	(3,332.11)
Profit for the year	281.18	76.13
Other comprehensive income		
Re-measurement gains/ (losses) on defined benefit plans	(0.61)	0.18
Net Surplus / (deficit) in the statement of profit and loss	**(2,975.23)**	**(3,255.80)**
Total other equity	**(43.74)**	**(1,874.63)**

Spacenet Enterprises India Limited
Statement of changes in equity for the year ended March 31, 2023

a. Equity share capital
(1) Current reporting period

Particulars	Balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
Number of Shares	53,03,58,374	33,12,000	53,36,70,374
Amount (INR in Lakhs)	**5,303.58**	**33.12**	**5,336.70**

(2) Previous reporting period

Particulars	Balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
Number of Shares	15,81,58,374	37,22,00,000	53,03,58,374
Amount (INR in Lakhs)	**1,581.58**	**3,722.00**	**5,303.58**

b. Other equity *
For the year ended March 31, 2023 **INR in Lakhs**

Particulars	Attributable to equity holders of the Company					Money received against Share Warrant	Total
	Reserves and Surplus						
	Capital Reserve	General Reserve	Share Based Payment Reserve	Security Premium	Retained earnings		
As at April 1, 2022	174.34	1,206.82	-	-	(3,255.80)	`	(1,874.63)
Profit / (Loss) for the year	-	-	-	-	281.18	-	281.18
On redemption of convertible debentures	-	-	-	-	-	-	-
Warrants issued	-	-	-	-	-	1,480.00	1,480.00
Share-based Payments	-	-	70.31	-	-	-	70.31
Shares issued during the year (Refer Note 38)	-	-	(44.38)	44.38	-	-	-
Other comprehensive income							
Re-measurement gains/ (losses) on defined benefit plans	-	-	-	-	(0.61)	-	(0.61)
Total comprehensive income	**174.34**	**1,206.82**	**25.93**	**44.38**	**(2,975.23)**	**1,480.00**	**(43.74)**
As at March 31, 2023	**174.34**	**1,206.82**	**25.93**	**44.38**	**(2,975.23)**	**1,480.00**	**(43.74)**

For the year ended March 31, 2022

Particulars	Attributable to equity holders of the Company					Money received against Share Warrant	Total
	Reserves and Surplus						
	Capital Reserve	General Reserve	Share Based Payment Reserve	Security Premium	Retained earnings		
As at April 1, 2021	174.34	1,206.82	-	-	(3,332.10)	-	(1,950.94)
Profit / (Loss) for the year	-	-	-	-	76.13	-	76.13
Other comprehensive income							
Re-measurement gains/ (losses) on defined benefit plans	-	-	-	-	0.18	-	0.18
Total comprehensive income	**174.34**	**1,206.82**	**-**	**-**	**(3,255.80)**	**-**	**(1,874.63)**
As at March 31, 2022	**174.34**	**1,206.82**	**-**	**-**	**(3,255.80)**	**-**	**(1,874.63)**

*Also refer note 12

The accompanying notes are an integral part of the Standalone financial statements
In terms of our report attached

For Jayesh Sanghrajka & Co. LLP
Chartered Accountants
ICAI Firm registration number: 104184W/W100075

For and on behalf of the Board of Directors of
Spacenet Enterprises India Limited
CIN: L72200TG2010PLC068624

Pritesh Bhagat
Designated Partner
Membership No.: 144424

Sethurathnam Ravi
Chairman & Non Executive Director
DIN: 00009790

Dasigi Venkata Surya Prakash Rao
Director & Chief Financial Officer
DIN: 03013165

Satya Srikanth Karaturi
Company Secretary
Membership No.: A48009

M. Chowda Reddy
Company Secretary
Membership No.: A48009

Place: Mumbai
Date: May 30, 2023

Place: Hyderabad
Date: May 30, 2023

Place: Hyderabad
Date: May 30, 2023

Place: Hyderabad
Date: May 30, 2023

Place: Hyderabad
Date: May 30, 2023

Spacenet Enterprises India Limited
Notes to the Standalone financial statements for the year ended March 31, 2023

13 Borrowings

INR in Lakhs

	31-Mar-23	31-Mar-22
Non-current borrowings		
Unsecured loans		
Unsecured loans from Promoters and relatives	-	51.78
Others	-	-
Total non-current borrowings	**-**	**51.78**
Current borrowings		
Loan repayable on demand (from Bank)		
Gold metal loan from ICICI bank	-	186.71
Secured loans		
Current maturity of Long term loans	-	-
Unsecured loans		
Unsecured loans from Promoters and relatives (Unsecured)	-	-
Billmart Fintech Private Limited..	-	-
Total current borrowings	**-**	**186.71**

14 Other financial liabilities

INR in Lakhs

	31-Mar-23	31-Mar-22
Current		
Interest accrued and due on borrowings	-	0.40
Payable to capital creditors	-	7.21
Total Other financial liabilities	**-**	**7.61**

15 Provisions

INR in Lakhs

	Short term		Long term	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
Provision for employee benefits				
-Provision for gratuity (refer note 30)	0.02	0.00	2.96	0.95
-Provision for leave benefits (refer note 31)	0.11	0.02	1.25	1.09
Provision for Income Tax	-	13.76	-	-
Provision for expenses	6.25	0.95	-	-
Total Provisions	**6.38**	**14.73**	**4.21**	**2.04**

16 Deferred tax assets (net)

INR in Lakhs

	31-Mar-23	31-Mar-22
Deferred tax assets		
Difference between carrying amounts of property, plant and equipment in financial statement and the income tax return	17.77	20.82
On account of provision for gratuity and leave encashment	1.09	0.54
On account of unabsorbed depreciation and carried forward losses	146.74	27.48
Gross deferred tax assets	**165.60**	**48.84**
Deferred tax liabilities	-	-
Gross deferred tax liabilities	**-**	**-**
Net deferred tax Asset	**165.60**	**48.84**
Net deferred tax Asset recognised*	**-**	**2.98**
*Deferred tax asset is recognised to the extent of the probability of taxable profits in future periods.		

17 Trade payables

INR in Lakhs

	31-Mar-23	31-Mar-22
Trade payables		
- Total outstanding dues of micro enterprises and small enterprises (refer note 27 & 28)*	-	879.77
- Total outstanding dues of creditors other than micro enterprises and small enterprises	1,625.62	226.59
Total Trade payables	**1,625.62**	**1,106.36**

*Payable to Subsidiary Company Thalassa Enterprises Private Limited

Trade Payable Aging Schedule

As at March 31, 2023 **INR in Lakhs**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1- 2 years	2- 3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	**-**
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,625.62	-	-	-	**1,625.62**
Disputed dues of micro enterprises and small enterprises	-	-	-	-	**-**
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	**-**
Total	**1,625.62**	**-**	**-**	**-**	**1,625.62**

As at March 31, 2022 — **INR in Lakhs**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1- 2 years	2- 3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	879.77	-	-	-	879.77
Total outstanding dues of creditors other than micro enterprises and small enterprises	226.59	-	-	-	226.59
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Total	**1,106.36**	**-**	**-**	**-**	**1,106.36**

18 Other current liabilities

INR in Lakhs

	31-Mar-23	31-Mar-22
Advance from customers	659.95	32.65
Payable towards statutory dues	11.69	3.13
Payable to employees*	6.47	8.50
Creditors for expenses	10.56	13.10
Total Other current liabilities	**688.67**	**57.38**
*includes Directors remuneration payable INR 1.78 Lakhs (P.Y. INR 1.96 Lakhs)		
Breakup of financial liabilities carried at amortised cost		
		INR in Lakhs
	31-Mar-23	**31-Mar-22**
Borrowings (refer note 13)	-	51.78
Other financial liabilities (refer note 14)	-	7.61
Trade payables (refer note 17)	1,625.62	1,106.36
Total financial liabilities carried at amortised cost	**1,625.62**	**1,165.75**

19 Revenue from operations

INR in Lakhs

	31-Mar-23	31-Mar-22
Revenue from Contracts with Customers		
Sale of Products		
Sale of Commodities	13,778.67	1,830.16
Sale of Bullion*	432.40	2,093.26
Sale of Services		
Sale of Data Feed Services	-	58.85
Sale of IT Services	-	22.77

	14,211.07	**4,005.04**
*Includes sales to related party INR 221.65 Lakhs (P.Y. 1,451.76 INR Lakhs)		

19.1 Disaggregated revenue information

Set out below is the disaggregation of the Company's revenue (other than rental income) from contracts with customers by timing of transfer of goods or services.

Timing of transfer of goods or services

INR in Lakhs

	31-Mar-23	31-Mar-22
Revenue from goods or services transferred to customers at a point in time	14,211.07	4,005.04
Revenue from goods or services transferred over time	-	-
	14,211.07	**4,005.04**

20 Other income

INR in Lakhs

	31-Mar-23	31-Mar-22
Creditors/provisions no long required	-	0.05
Interest on fixed deposits	3.73	12.47
Interest on Loan waived off	-	0.80
Exchange difference	2.63	-
Gain on futures and options	5.36	0.69
Bad debts Recovered	30.00	35.00
	41.72	**49.01**

21 Purchase of Traded goods

INR in Lakhs

	31-Mar-23	31-Mar-22
Purchase of Commodities	12,470.10	1,646.35
Purchase of Bullion*	444.55	2,037.90
	12,914.65	**3,684.25**
*Includes purchase from related party INR 218.74 Lakhs (P.Y. 1,106.32 INR Lakhs)		

22 Changes in inventories of Stock-in-trade

INR in Lakhs

	31-Mar-23	31-Mar-22
Opening stock		
-Commodities'	-	-
-Bullions	-	-
	-	-
Closing stock		
-Commodities	0.83	-

-Bullions	-	-
	0.83	**-**
	(0.83)	**-**

23 Employee benefits expense

INR in Lakhs

	31-Mar-23	31-Mar-22
Salaries, wages and bonus*	89.94	85.30
Contribution to provident and other funds	13.12	8.12
Gratuity expense (refer note 30)	1.23	1.05
Leave Encashment (refer note 31)	0.43	1.19
Staff welfare expenses	2.52	2.64
Employee Compensation Expenses	70.31	-
	177.55	**98.30**
*includes Directors remuneration of INR 24.29 Lakhs (P.Y INR 24.58 Lakhs)		

24 Finance costs

INR in Lakhs

	31-Mar-23	31-Mar-22
Interest on borrowing	2.89	1.76
Other finance charges	29.06	-
	31.95	**1.76**

25 Depreciation and amortisation expense

INR in Lakhs

	31-Mar-23	31-Mar-22
Depreciation on property, plant and equipment	2.21	1.05
Amortisation of intangible assets	17.11	11.10
	19.32	**12.15**

26 Other expenses

INR in Lakhs

	31-Mar-23	31-Mar-22
Bank charges	1.29	0.40
Electricity charges	2.04	4.99
Rent	11.91	22.70
Directors sitting fees	8.00	-
Repairs and maintenance	2.48	6.96
Rates and taxes	0.92	0.20
Travelling and conveyance expenses	12.12	11.29
Communication expenses	3.36	6.03
Payment to auditor*	21.25	8.00
Legal and professional fees	126.27	67.62
Depository and Exchange expenses	8.27	5.21
Exchange difference (Net)	-	0.73
Bad debts (Refer note below)	579.65	-
Allowance for doubtful receivable	37.29	-
Miscellaneous expenses	24.90	35.25
	839.75	**169.37**

Note: The balance was outstanding since more than two years. Considering the unwillingness of the customer to pay, the management has written off the debt.

*** Payment to auditor**

INR in Lakhs

	31-Mar-23	**31-Mar-22**
As auditor:		
Audit fee [including for Limited review]	20.00	7.25
Tax audit fee	1.00	0.75
In other capacity:		
Other services	0.25	0.73
	21.25	**8.73**

The disaggregation of changes to OCI by type of reserve in equity is shown below:

For the year ended March 31, 2023 **INR in Lakhs**

	Retained earnings
Re-measurement gains/ (losses) on defined benefit plans	(0.61)
	(0.61)

For the year ended March 31, 2022	**INR in Lakhs**
	Retained earnings
Re-measurement gains/ (losses) on defined benefit plans	0.18
	0.18

27 Related party transactions

a) The following table provides the name of the related party and the nature of its relationship with the Company:

Subsidiaries	
Spacenet IFSC Private Limited	
Thalassa Enterprises Private Limited ("Formerly known as Stampede Enterprises India Private Limited")	
Key Managerial Personnel (KMP)	
Usha Rani Meenavalli	Promoter
Venkata Srinivas Meenavalli	Promoter
Suresh Tammineedi	Executive Director
Satya Srikanth Karaturi	Whole Time Director
Dasigi Venkata Surya Prakash Rao	Executive Director and Chief Financial Officer
Chowda Medam Reddy	Company Secretary
Srinivasa Rao Tatipakka	Whole Time Director (resigned w.e.f April 30, 2021)
Sethurathnam Ravi	Chairman & Non-Executive Director (w.e.f.29-10-2022)
Enterprises over which Key Managerial Personnel are able to exercise significant influence	
Kling Enterprises India Limited	
Barret Commodity Traders Private Limited	

b) Details of the transactions with the related parties:

INR in Lakhs

Name of the Related party	Relationship	Nature of Transactions	31-Mar-23 Transactions during the year	31-Mar-23 Outstanding at the end of the year	31-Mar-22 Transactions during the year	31-Mar-22 Outstanding at the end of the year
Thalassa Enterprises Private Limited	Subsidiary Company	Purchase	218.74	-	1,106.32	-
		Trade Payable	1,104.90	-	259.60	879.77
		Trade Advance	684.82	399.82	-	-
		Investment	285.00	1,041.00	756.00	756.00
Kling Enterprises India Limited	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Trade receivable	-	-	47.51	-
Barret Commodity Traders Private Limited	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Sales	221.65	-	1,451.76	-
		Net of advance given / (received)	(15.00)	-	15.00	15.00
		Trade receivable	1,481.11	-	610.72	1,252.82
Usha Rani Meenavalli	Promoter	Professional Fees	18.15	1.49	13.20	-
		Rent	2.20	-	9.40	-
		Salary	1.65	-	6.60	1.55
		Sale of Bullion	-	-	9.71	-
		Loan Taken	142.50	-	3.00	-
		Loan Repaid	142.50	-	439.80	-
Venkata Srinivas Meenavalli	Promoter	Professional Fees	31.90	2.48	19.80	1.49
		Loan Repaid	13.58	-	-	13.58
Suresh Tammineedi	Executive Director	Director Remuneration	9.00	0.72	9.00	0.73

Satya Srikanth Karaturi	Whole Time Director	Director Remuneration	7.64	0.44	7.02	0.62
Dasigi Venkata Surya Prakash Rao	Executive Director & CFO	Director Remuneration	7.66	0.62	7.39	0.62
Chowda Medam Reddy	Company Secretary	Salary	9.36	0.75	8.93	0.76
Sethurathnam Ravi	Chairman & Non Executive Director	Director's Sitting Fees	3.00	-	-	-
Srinivasa Rao Tatipakka	Whole Time Director	Director Remuneration	-	-	1.17	-

28 Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

Particulars	31-Mar-23	31-Mar-22
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
Principal amount due to micro and small enterprises	-	879.77
Interest due on above	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-	-

29 Segment Information

The Company is primarily engaged in trading of commodities and providing information technology related services and hence disclosing information as per requirements of Ind AS 108 "Operating Segments" is not applicable.

30 Gratuity and other post-employment benefit plans

INR in Lakhs

Particulars	31-Mar-23	31-Mar-22
Define benefit plan	2.98	0.96
Non-current	2.96	0.95

Current	0.02	0.00

Employees are entitled to a benefit equivalent to fifteen days' last drawn salary for each completed year of service in line with the Payment of Gratuity Act, 1972 subject to a maximum of INR 20 Lakhs. The same is payable at the time of separation from the Company or retirement, whichever is earlier. The benefits vest after five years of continuous service. The Company has funded the liability as on March 31, 2023.

Following figures are as per the actuarial valuation carried out by an independent actuary as at the Balance Sheet date:

Changes in the projected benefit obligation and fair value of plan assets:

INR in Lakhs

	31-Mar-23	31-Mar-22
Change in projected benefit obligation		
Obligation at beginning of the year	0.96	0.38
Past Service cost	-	-
Interest cost	0.07	0.02
Current Service cost	1.17	0.65
Benefits directly paid	-	-
Liability transfer	-	-
Actuarial (gain)/loss (through OCI)	-	-
Obligation at end of the year	**2.19**	**1.05**
Present value of projected benefit obligation at the end of the year	2.19	1.05
Net liability recognised in the balance sheet	**2.19**	**1.05**
Re-measurement (gains)/ losses in OCI		
Actuarial (gain) / loss due to financial assumption changes	0.16	-
Actuarial (gain) / loss due to experience adjustments	(0.95)	-
Actuarial (gain) / loss due to demographic assumption changes	-	-
Actuarial (gain) / loss arising from actual vs Expected	-	0.10
Total expenses routed through OCI	**(0.79)**	**0.10**
Present Value of Obligation at end of year	**2.98**	**0.95**
Expenses recognised in statement of profit and loss		
Current Service cost	1.17	0.65
Interest cost (net)	0.07	0.02
Gratuity cost	1.23	0.67
Net gratuity cost	**1.23**	**0.67**
Bifurcation of Net Liability		
Current Liability	0.02	0.00
Non-Current Liability (Long Term)	2.96	0.95
Total Liability	**2.98**	**0.95**

Actuarial Assumptions

Principal Financial Assumptions	**31-Mar-23**	**31-Mar-22**
Discount rate	7.45%	6.84%
Future salary increases	5.00%	5.00%
Demographic Assumptions	**31-Mar-23**	**31-Mar-22**
Morality Rate (% of IALM 06-08)	100.00%	100.00%
Withdrawal Rate (Per annum)	3.00%	3.00%

A quantitative sensitivity analysis for significant assumption and its impact on projected benefit obligation are as follows:

Particulars	31-Mar-23		31-Mar-22	
Defined Benefit Obligation (Base)	2.98	7.45%	0.96	6.84%
	Decrease	**Increase**	**Decrease**	**Increase**
Discount Rate (-/+1%)	3.25	2.74	1.03	0.89
(% Changes Compare to base)	9.15%	-8.05%	7.75%	-6.84%
Salary Growth Rate (-/+1%)	2.73	3.26	0.86	1.07
(% Changes Compare to base)	-8.30%	9.29%	-10.42%	12.08%
Attrition Rate (-/+1%)	2.99	2.97	0.91	1.00
(% Changes Compare to base)	0.36%	-0.38%	4.53%	4.33%
Morality Rate (-/+1%)	2.97	2.98	0.96	0.96
(% Changes Compare to base)	-0.13%	0.13%	-0.13%	0.12%

Please note that the sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

There is no change in the method of valuation for the prior period. For change in assumptions please refer Actuarial assumptions above , where assumptions for prior period, if applicable, are given.

The following payments are expected contributions to the projected benefit plan in future years (From Employer):

Particulars	31-Mar-23	31-Mar-22
Within the next 12 months	0.02	0.00
Between 2 and 5 years	1.33	0.17
Between 6 and 10 years	0.68	0.26
Beyond 10 years	0.94	0.53
Total expected payments	2.98	0.96
Contributions likely to be made for next one year	-	0.68

31 Leave Encashment and other post-employment benefit plans

INR in Lakhs

Particulars	31-Mar-23	31-Mar-22
Define benefit plan	**1.36**	**1.11**
Non-current	1.25	1.09
Current	0.11	0.02

Following figures are as per the actuarial valuation carried out by an independent actuary as at the Balance Sheet date:

Explanation of Amounts in Financial Statements: The valuation results for the defined benefit EL plan are produced in the tables below:

		INR in Lakhs
	31-Mar-23	**31-Mar-22**

Change in projected benefit obligation		
Obligation at beginning of the year	1.10	0.48
Past Service cost	-	-
Interest cost	0.08	0.03
Current Service cost	0.35	0.68
Benefits directly paid	-	-
Liability transfer	-	-
Actuarial (gain)/loss (through OCI)	-	-
Obligation at end of the year	**1.53**	**1.19**
Present value of projected benefit obligation at the end of the year	1.53	1.19
Net liability recognised in the balance sheet	**1.53**	**1.19**
Re-measurement (gains)/ losses in OCI		
Actuarial (gain) / loss due to financial assumption changes	0.05	-
Actuarial (gain) / loss due to experience adjustments	0.12	-
Actuarial (gain) / loss due to demographic assumption changes	-	-
Actuarial (gain) / loss arising from actual vs Expected	-	0.09
Total expenses routed through OCI	**0.17**	**0.09**
Present Value of Obligation at end of year	**1.36**	**1.10**
Expenses recognised in statement of profit and loss		
Current Service cost	0.35	0.68
Interest cost (net)	0.08	0.03
Leave Encashment cost	0.43	0.71
Net Leave Encashment cost	**0.43**	**0.71**
Bifurcation of Net Liability		
Current Liability	0.11	0.02
Non-Current Liability (Long Term)	1.25	1.09
Total Liability	**1.36**	**1.11**

Actuarial Assumptions

Principal Financial Assumptions	**31-Mar-23**	**31-Mar-22**
Discount rate	7.45%	6.84%
Future salary increases	5.00%	5.00%
Demographic Assumptions	**31-Mar-23**	**31-Mar-22**
Morality Rate (% of IALM 06-08)	100.00%	100.00%
Withdrawal Rate (Per annum)	3.00%	3.00%

A quantitative sensitivity analysis for significant assumption and its impact on projected benefit obligation are as follows:

INR in Lakhs

Particulars	**31-Mar-23**		**31-Mar-22**	
Defined Benefit Obligation (Base)	1.36	7.45%	1.11	6.84%
	Decrease	**Increase**	**Decrease**	**Increase**
Discount Rate (-/+1%)	1.45	1.28	1.19	1.04
(% Changes Compare to base)	6.63%	-5.91%	7.20%	-6.36%
Salary Growth Rate (-/+1%)	1.28	1.45	1.00	1.23

(% Changes Compare to base)	-6.09%	6.73%	-9.58%	11.06%
Attrition Rate (-/+1%)	1.36	1.37	1.06	1.15
(% Changes Compare to base)	-0.40%	0.39%	-4.05%	3.89%
Morality Rate (-/+1%)	1.36	1.36	1.10	1.11
(% Changes Compare to base)	-0.07%	0.07%	-0.12%	0.11%

Please note that the sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.
There is no change in the method of valuation for the prior period. For change in assumptions please refer Actuarial assumptions above, where assumptions for prior period, if applicable, are given.

The following payments are expected contributions to the projected benefit plan in future years (From Employer):

Particulars	31-Mar-23	31-Mar-22
Within the next 12 months	0.10	0.02
Between 2 and 5 years	0.76	0.25
Between 6 and 10 years	0.24	0.28
Beyond 10 years	0.26	0.56
Total expected payments	1.36	1.11
Contributions likely to be made for next one year : depends on the then salary profile and leave days		

32 Earnings per share ['EPS']

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.
Diluted EPS amounts are calculated by dividing the profit attributable to equity holders (after adjusting for interest on the convertible debentures) by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity Shares.
The following table reflects the income and share data used in the basic and diluted EPS computations:

INR in Lakhs

Particulars	31-Mar-23	31-Mar-22
Profit / (Loss) attributable to equity shareholders	281.18	76.13
Effect of dilution	-	-
Profit / (Loss) attributable to equity holders adjusted for the effect of dilution	281.18	76.13
Weighted average number of equity shares for basic and diluted EPS (No.) *	53,05,76,149	22,64,80,018
Effect of dilution	30,83,699	27,25,926
Weighted average number of equity shares adjusted for the effect of dilution (No.)	**53,36,59,848**	**22,92,05,944**

* includes 2,17,775 (33,12,000*24/365) shares issued under the ESOP - 2021 Scheme as on March 8, 2023 .

33 Contingent liabilities and commitments

INR in Lakhs

Particulars	31-Mar-23	31-Mar-22
Contingent liabilities		
Claims against the Company, not acknowledged as debts *	46.27	44.88

Bank Guarantee	163.62	-
Others**	126.15	-
Commitments		
The estimated amount of contracts, net of advances remaining to be executed on capital account and not provided for	-	-
	336.04	**44.88**

*In relation to following income tax matters under dispute, the management of the Company is confident that the matters would be decided in their favour. Accordingly no provision has been made in the books in relation to such matters.

** During the financial year 22-23, the Company has discounted Bills Receivables from its customers with Fincred Investment Limited (NBFC). The Company would be liable to pay the amount to NBFC in case of default by its customers.

Name of the Statute	Nature of Dues	Period to which amount relates	Amount INR in Lakhs	Forum where the dispute is pending
Income Tax Act 1961	Income Tax	AY 2012-13	26.65	Commissioner of Income Tax
Income Tax Act 1961	Income Tax	AY 2014-15	19.62	Commissioner of Income Tax
Total			**46.27**	

34 Earnings and expenditure in foreign currency (on accrual basis)

Earnings in foreign currency		**INR in Lakhs**
Particulars	**31-Mar-23**	**31-Mar-22**
Sales	-	101.36
	-	**101.36**
Expenditure in foreign currency		**INR in Lakhs**
Particulars	**31-Mar-23**	**31-Mar-22**
Purchases	128.93	74.50
Miscellaneous expenses	3.15	-
	132.09	**74.50**

35 Fair value measurements

The carrying value of financial instruments by categories is as follows:

INR in Lakhs

Particulars	31-Mar-23			31-Mar-22		
	Fair value through Other Comprehensive Income	Fair value through Profit and Loss*	At Amortised Cost	Fair value through Other Comprehensive Income	Fair value through Profit and Loss	At Amortised Cost
Financial assets						
Investments						
Unquoted Equity Instruments	-	250.63	1,041.00	-	250.63	756.00

Unquoted Preference Shares	-	1,639.00	-	-	390.00	-
Trade receivables	-	-	3,670.87	-	-	2,272.28
Cash and cash equivalents	-	-	189.59	-	-	358.48
Bank balance other than cash and cash equivalents	-	-	1.00	-	-	195.00
Other financials assets	-	-	12.67	-	-	552.59
Total	**-**	**1,889.63**	**4,915.13**	**-**	**640.63**	**4,134.35**
Financial liabilities						
Borrowings	-	-	-	-	-	238.49
Trade payables	-	-	1,625.62	-	-	1,106.36
Other financial liabilities	-	-	-	-	-	7.61
Total	**-**	**-**	**1,625.62**	**-**	**-**	**1,352.46**

*The invetments are reclassified from amortised cost to fair value through profit and loss due to change in Company's business model.

Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Company’s assets and liabilities

								INR in Lakhs
Particulars	**31-Mar-23**				**31-Mar-22**			
	Carrying amount	**Fair value**			**Carrying amount**	**Fair value**		
		Level 1	**Level 2**	**Level 3**		**Level 1**	**Level 2**	**Level 3**
Financial assets								
Measured at cost/ amortised cost/fair value through profit and loss								
Investments	2,930.63	-	-	1,889.63	1,396.63	-	-	640.63
Trade receivables	3,670.87	-	-	-	2,272.28	-	-	-
Cash and cash equivalents	189.59	-	-	-	358.48	-	-	-
Bank balance other than cash and cash equivalents	1.00	-	-	-	195.00	-	-	-
Other financials assets	12.67	-	-	-	552.59	-	-	-
	6,804.76	**-**	**-**	**1,889.63**	**4,774.98**	**-**	**-**	**640.63**
Assets for which fair value are disclosed								
Investment properties	-	-	-	-	-	-	-	-
	-	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Financial liabilities								
Measured at amortised cost								
Borrowings	-	-	-	-	238.49	-	-	-
Trade payables	1,625.62	-	-	-	1,106.36	-	-	-
Other financial liabilities	-	-	-	-	7.61	-	-	-
	1,625.62	**-**	**-**	**-**	**1,352.46**	**-**	**-**	**-**

Notes:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset or liability.

There have been no transfers between the levels during the period.

Financial instruments carried at amortised cost such as trade receivables, other financial assets, borrowings, trade payables and other financial liabilities are considered to be same as their fair values, due to short term nature.

Invetments valued at fair value through profit and loss are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

For financial assets & liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Spacenet Enterprises India Limited
Notes to the Standalone financial statements for the year ended March 31, 2023

36 Financial risk management objectives and policies

The Company's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support Company's operations. The Company's principal financial assets include trade and other receivables and cash and cash equivalents and other bank balances that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management advises on financial risks and the appropriate financial risk governance framework for the Company. The Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

A Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans, borrowings and security deposits.
The Company is not exposed to significant interest rate risk as at the respective reporting dates.
The Company's equity investments are mainly strategic in nature and are generally held on a long term basis. Further, the investments are not exposed to significant price risk.

B Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities (short term bank deposits). The Company only deals with parties which has good credit rating / worthiness given by external rating agencies or based on companies internal assessment.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, investments, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk wasINR 6,804.76 lakhs (March 31, 2022- INR 4,774.98 lakhs) being the total of the carrying amount of Cash and cash equivalents, bank deposits, trade receivables, investments and other financial assets.

Trade receivables

IND AS requires expected credit losses to be measured through a loss allowance. The Company assesses at each date of statements of financial position whether a financial asset or a group of financial assets is impaired. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on ageing which are receivables for more than six months.

Movement in the expected credit loss allowance:

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	-	-
Movement in the expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	27.28	-
Balance at the end of the year	**27.28**	-

C Liquidity risk

Liquidity risk refers to the risk that the Company can not meet its financial obligation. The objective of liquidity risk management is to maintain sufficient liquidity and ensured that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserves borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and exclude the impact of netting agreements.

INR in Lakhs

As at March 31, 2023	Carrying Amount	Less than 1 year	1-2 years	2-5 years	More than 5 years
Current Financial Liabilities					
Trade payables	1,625.62	1,625.62	-	-	-

As at March 31, 2022	Carrying Amount	Less than 1 year	1-2 years	2-5 years	More than 5 years
Current Financial Liabilities					
Borrowings	186.71	186.71	-	-	-
Trade payables	1,106.36	1,106.36	-	-	-
Other financial liabilities	7.61	7.61	-	-	-
Non-current Financial Liabilities					
Borrowings	51.78	51.78	-	-	-

37 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans & borrowings, less cash and cash equivalents.
The Group's adjusted net debt and equity position as at
March 31, 2023 was as follows:

INR in Lakhs

	31-Mar-23	31-Mar-22
Borrowings (refer note 13)	-	238.49
Less: Cash and cash equivalents (refer note 10)	190.59	553.48
Net debt	**(190.59)**	**(314.99)**
Equity share capital (refer note 11)	5,336.70	5,303.58
Other equity (refer note 12)	(43.74)	(1,874.63)
Total capital	**5,292.96**	**3,428.95**

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current year.

No changes were made in the objectives, policies or processes for managing capital during years ended

March 31, 2023 and March 31, 2022.

Spacenet Enterprises India Limited
Notes to the Standalone financial statements for the year ended March 31, 2023

38 Share Based Payments

The Company has Employee Stock Options Scheme i.e. ESOP - 2021 under which options have been granted at exercise price to be vested from time to time. The Scheme was approved at the 11th Annual General Meeting held on September 24, 2021. The ESOP- 2021 Scheme enables grant of stock options to the eligible employees of the Company not exceeding 55,20,000 Shares on February 21, 2022.

i) Details related to ESOS:

A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including –

<table>
<tr><td>Date of shareholders' approval</td><td colspan="2">September 24, 2021</td></tr>
<tr><td>Date of ratification the Company's ESOP Scheme, 2021 as per Clause 12 of SEBI (Share Based Employee Benefits Scheme) Regulations, 2014</td><td colspan="2">Not Applicable</td></tr>
<tr><td>Total number of options approved under ESOP Scheme - 2021</td><td colspan="2">1,00,00,000 (One Crore only)</td></tr>
<tr><td rowspan="6">Vesting requirements</td><td colspan="2">Options granted under Spacenet Employee Stock Option Scheme 2021 shall vest over a period of 04 (Four) years in the Following Manner:</td></tr>
<tr><td>Vesting Period</td><td>Vesting proportion</td></tr>
<tr><td>End of one year from the date of grant</td><td>60% of options granted</td></tr>
<tr><td>End of two years from the date of grant</td><td>15% of options granted</td></tr>
<tr><td>End of three years from the date of grant</td><td>15% of options granted</td></tr>
<tr><td>End of Four years from the date of grant</td><td>10% of options granted</td></tr>
<tr><td>Exercise price or pricing formula</td><td colspan="2">Rs.01/- (Rupee One Only) as decided by Nomination and Remuneration committee based on the following pricing formula "Not less than the face value of the shares and not higher than the prevailing Market Price as on date of grant."</td></tr>
<tr><td>Maximum term of options granted</td><td colspan="2">04 (Four) years</td></tr>
<tr><td>Source of shares (primary, secondary or combination)</td><td colspan="2">Primary</td></tr>
<tr><td>Variation in terms of options</td><td colspan="2">NIL</td></tr>
</table>

The Company has formulated Employee Stock Option Schemes 2021. The grant of options to the employees under the stock option schemes is on the basis of their performance and other eligibility criteria. The options granted under the Scheme 2021 are vested over a period of five years in the ratio of 60%, 15%, 15% and 10% respectively from the end of 12 months from the date of grant, subject to the discretion of the management and fulfilment of certain conditions.

ii) Option Movement during the year (For ESOP Scheme - 2021):

Particulars	Details
Number of options granted and outstanding at the beginning of the period	55,20,000
Number of options granted during the year	-
Number of options forfeited / lapsed during the year	-
Number of options vested during the year	33,12,000
Number of options exercised during the year	33,12,000
Number of shares arising as a result of exercise of options	33,12,000
Money realized by exercise of options (INR), if scheme is implemented directly by the company	33,12,000
Loan repaid by the Trust during the year from exercise price received	Not Applicable
Number of options granted and outstanding at the end of the year	22,08,000
Number of options exercisable at the end of the year	-
Exercise prices of Number of options outstanding at the end of the year (INR)	1.00
Remaining contractual life	35 Months
The total expense recognised for the period (INR)	INR 70.31 Lakhs

iii) The fair value has been calculated using the Black-Scholes Option Pricing Model and significant assumptions and inputs to estimate the fair value options granted.

Fair Value per Option of Grant dated February 21, 2022

Particulars	Vest Date			
	February 21, 2023	February 21, 2024	February 21, 2025	February 21, 2026
Strike/ Exercise Price (Rs.)	1.00	1.00	1.00	1.00
Risk free rate of interest (%)	4.37%	4.80%	5.34%	5.85%
Implied Volatility factor (%)	30.17%	70.72%	109.15%	140.14%
Fair value per Option at year end (Rs.)	**1.34**	**1.52**	**1.85**	**2.09**

Weighted Average of Fair Values of Options	Quantity (in nos.)	Option Price (in INR)	Product (in INR)
Vesting 1	33,12,000	1.34	44,38,080
Vesting 2	8,28,000	1.52	12,58,560
Vesting 3	8,28,000	1.85	15,31,800
Vesting 4	5,52,000	2.09	11,53,680
Total/weighted average			**83,82,120**

39 Standards issued but not effective

There were no standards issued but not effective at the time of issuance of the Company's financial statements, hence the disclosure is not applicable.

40 Significant event after the reporting period

There were no significant adjusting event that accrued subsequent to the reporting period which may require an adjustment to the balance sheet.

41 Corporate social responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a Company does not meeting the applicability threshold, and hence no need to spend on corporate social responsibility (CSR) activities.

42 Code of Social Security

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

43 Ratio Analysis

Ratio	31-Mar-23	31-Mar-22	% change
Current ratio (Refer note (a) below)	1.99	2.47	-19.26%
Debt- Equity Ratio (Refer note (b) below)	-	0.07	-100.00%
Debt Service Coverage ratio (Refer note (c) below)	0.72	0.06	1108.93%
Return on Equity ratio (Refer note (c) below)	0.06	0.05	28.98%
Inventory Turnover ratio	31,041.91	-	NA
Trade Receivable Turnover Ratio (Refer note (c) below)	4.78	2.25	112.56%
Trade Payable Turnover Ratio (Refer note (c) below)	9.45	6.41	47.50%
Net Capital Turnover Ratio (Refer note (c) below)	6.16	1.99	210.32%
Net Profit ratio (Refer note (a) below)	0.02	0.02	3.62%
Return on Capital Employed (Refer note (c) below)	3%	1%	111.45%
Return on Investment (Refer note (d) below)	3.73	0.06	6006.51%

Reasons for variance

(a) There is no significant change (i.e. change of more than 25% as compared to the immediately previous financial year) in the key financial ratios.

(b) There are no borrowing outstanding as on the balance sheet date.

(c) Revenue growth along with improved liquidity and efficiency in working capital has resulted in improvement of ratio.

(d) Ratio is improved because substantial part of the fixed deposits are matured and interest on remaining amount of fixed deposit is higher as compared to previous year.

43.1 Formula for computation of ratios are as follows:

Ratio	Numerator	Denominator
Current ratio	Current Assets	Current Liabilities
Debt- Equity Ratio	Total Debt	Shareholder's Equity
Debt Service Coverage ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses	Debt service = Interest & Lease Payments + Principal Repayments
Return on Equity ratio	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity
Inventory Turnover ratio	Cost of goods sold	Average Inventory
Trade Receivable Turnover Ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable
Trade Payable Turnover Ratio	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables

Net Capital Turnover Ratio*	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities
Net Profit ratio	Net Profit	Net sales = Total sales - sales return
Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability
Return on Investment	Interest (Finance Income)	Investment

44 Other Statutory Information

1. The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property under Benami Transactions (Prohibition) Act, 1988 (45of 1988).

2. The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

3. The Company does not have any charges or satisfaction yet to be registered with ROC beyond the statutory period.

4. The Company do not have any transactions with Crypto Currency or Virtual Currency where the Company has traded or invested in Crypto Currency or Virtual Currency during the year.

5. The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of thecompany (Ultimate Beneficiaries) or

(b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

6. The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

7. The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961.

45 Prior year comparatives

The figures of the previous year have been regrouped/reclassified, where necessary, to conform with the current year's classification.

46 Approval of Financial Statements

The financial statements were approved for issue by the Board of Directors on May 30, 2023.

In terms of our report attached

For Jayesh Sanghrajka & Co. LLP
Chartered Accountants
ICAI Firm registration number:
104184W/W100075

For and on behalf of the Board of Directors of
Spacenet Enterprises India Limited

CIN: L72200TG2010PLC068624

Pritesh Bhagat
Designated Partner
Membership No.: 144424

Sethurathnam Ravi
Chairman & Non Executive Director
DIN: 00009790

Satya Srikanth Karaturi
Whole-time Director
DIN: 07733024

Dasigi Venkata Surya Prakash Rao
Director & Chief Financial Officer
DIN: 03013165

M. Chowda Reddy
Company Secretary
Membership No.: A48009

Place: Mumbai
Date: May 30, 2023

Place: Hyderabad
Date: May 30, 2023

Place: Hyderabad
Date: May 30, 2023

INDEPENDENT AUDITOR'S REPORT

To the Members of
Spacenet Enterprises India Limited

Report on the Audit of the Consolidated Financial Statements

Opinion
We have audited the accompanying Consolidated Financial Statements of Spacenet Enterprises India Limited (hereinafter referred to as "the Parent") and its subsidiary (the Parent and its subsidiary together referred to as "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the Consolidated financial statements including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated statements give the information required by the Companies Act, 2013, as amended (the "Act") in the manner so required and give a true and fair view in conformity with the 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 consolidated state of affairs of the Group as at March 31, 2023, and their consolidated profit, their consolidated total comprehensive income, their consolidated changes in equity and their consolidated cash flows for the year ended on that date.

Basis for opinion
We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under Section 143 (10) of the Act ("SA"s). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, 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 consolidated financial statements under the provisions of the Act and the Rules made 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 obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters
Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1.	Recoverability and valuation of allowance for impairment of certain overdue Trade Receivable. Refer Note 7 of consolidated financial statement.	Besides obtaining an understanding of Management's processes and controls with regard to testing the Trade Receivables for impairment our procedures included the following:

		a) We understood the methodology applied by Management in performing its impairment test for the trade receivable at realizable value and walked through the controls over the process. b) Evaluated reasonableness of the method, assumptions and judgements used by the management with respect to recoverability and determination of expected credit loss of overdue trade receivables.

Information other than the Consolidated financial statements and Auditor's Report Thereon
The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Report of the Board of Directors including Annexures thereto, Management Discussion and Analysis Report and Business Responsibility Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiary audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiary is traced from their financial statements audited by the other auditors.

If, based on the work we have performed, 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 Consolidated Financial Statements
The Parent's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Boards of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.
In preparing the consolidated financial statements, the respective Boards of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intend to liquidate or cease operations, or has no realistic alternative but to do so.

The respective Boards of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements
Our objectives are to obtain reasonable assurance about whether the consolidated 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated 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 consolidated 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 control 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 Parent 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 the 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 Group's ability 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 consolidated 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 Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such business activities included in the consolidated financial statements of which we are the independent auditors. For the business activities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors 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.

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 Consolidated Financial Statements for the financial year ended March 31, 2023 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 Matter

We did not audit the financial statements of one subsidiary, included in the consolidated financial statements of the Company whose financial statements includes total assets of ₹ 1,480.90 Lakhs as at March 31, 2023, total revenue of ₹ 461.40 Lakhs and net cash outflows amounting to ₹ 3.28 Lakhs for the year ended on that date. This financial statement have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the reports of the other auditors.

Our opinion above on the Consolidated Financial Statements above, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors on separate financial statements and the other financial information of subsidiary.

Report on Other Legal and Regulatory Requirements

1. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/the "Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent Company, we report that there are no qualifications or adverse remarks in the CARO reports of the said companies included in the consolidated financial statements.

2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements of subsidiary, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

a. 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 aforesaid consolidated financial statements.

b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, returns and the reports of the other auditors.

c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors of the Parent as on March 31, 2023 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group companies is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 1" which is based on the auditors' reports of the Parent and subsidiary company. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to the consolidated financial statements.

g. 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 Parent to its directors during the year is in accordance with the provisions of Section 197 of the Act.

h. 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, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.

ii. The Group did not have any long-term contracts including derivative contract for which there were any material foreseeable losses.

iii. There were no amounts, which were required to be transferred to the Investor Education and Protection Fund by the Parent and its subsidiary company.

iv.

a) The respective Managements of the Parent Company and its subsidiary which is incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent Company or its subsidiary to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent Company or its subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b) The respective Managements of the Parent Company and its subsidiary incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Parent Company or its subsidiary from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent Company or its subsidiary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiary which is incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. The Parent company or its subsidiary has not declared or paid any dividend during the year.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable w.e.f. April 1, 2023 to the Parent Company and its subsidiary incorporated in India, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For Jayesh Sanghrajka & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 104184W/W100075

Pritesh Bhagat
Designated Partner
Membership No. 144424
UDIN: 23144424BGRNLD8049

Place: Mumbai
Date: May 30, 2023

Annexure 1 to the Independent Auditor's Report

(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to consolidated financial statements of Spacenet Enterprises India Limited (hereinafter referred to as the "Parent") and its subsidiary company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Boards of Directors of the Parent and its subsidiary company incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal control with reference to consolidated financial statements criteria established by the respective Companies 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 (ICAI). 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 the respective 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Parent and its subsidiary company incorporated in India, 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. 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 with reference to consolidated financial statements 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 with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, 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 Parent's internal financial controls with reference to consolidated financial statements of the Company and its subsidiary company incorporated in India.

Meaning of Internal Financial Controls with reference to consolidated financial statements

A company's internal financial control with reference to consolidated financial statement 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 with reference to consolidated financial statements 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 authorisation of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 with reference to consolidated financial statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, 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 with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements 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 to the best of our information and according to the explanations given to us, the Parent and its subsidiary company incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2023, based on the criteria for internal financial control with reference to consolidated financial statements established by the respective companies 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.

Other matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to Consolidated Financial Statements of the Parent, in so far as it relates to one subsidiary which is company incorporated in India, is based on the corresponding reports of the auditors of such subsidiary incorporated in India.

For Jayesh Sanghrajka & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 104184W/W100075

Pritesh Bhagat
Designated Partner
Membership No. 144424
UDIN: 23144424BGRNLD8049
Place: Mumbai
Date: May 30, 2023

Spacenet Enterprises India Limited
Consolidated Balance Sheet as at March 31, 2023

			INR in Lakhs
	Notes	As at 31-Mar-23	As at 31-Mar-22
Assets			
Non-current assets			
Property, plant and equipment	3	21.77	28.02
Goodwill on consolidation	4	489.10	489.10
Other Intangible assets	4	47.94	52.06
Financial assets			
Investment	5	1,889.63	640.62
Deferred tax assets (net)	16	54.19	57.17
Other non-current assets	9	3.83	3.83
		2,506.46	**1,270.80**
Current assets			
Inventories	6	0.83	-
Financial assets			
Trade receivables	7	3,770.88	2,284.19
Cash and cash equivalents	10	196.90	369.08
Bank balances other than cash and cash equivalent	10	1.00	195.00
Other financial assets	8	1,298.42	1,186.32
Other current assets	9	372.53	11.80
		5,640.56	**4,046.39**
Total assets		**8,147.02**	**5,317.19**
Equity and liabilities			
Equity			
Equity share capital	11	5,336.70	5,303.58
Other equity	12	(59.03)	(1,877.96)
Equity attributable to equity holders of the parent		**5,277.67**	**3,425.62**
Non-Controlling Interests	12	167.84	174.67
Total equity		**5,445.51**	**3,600.29**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	13	19.84	190.23
Provisions	15	4.21	2.04
		24.05	**192.27**
Current liabilities			
Financial liabilities			
Borrowings	13	-	186.71
Trade payables	17		
i) total outstanding dues of micro enterprises and small enterprises		-	-
ii) total outstanding dues of creditors other than micro enterprises and small enterprises		1,682.25	1,010.59

Other financial liabilities	14	-	255.22
Other current liabilities	18	988.83	57.38
Provisions	15	6.38	14.73
		2,677.46	**1,524.63**
Total liabilities		**2,701.51**	**1,716.90**
Total equity and liabilities		**8,147.02**	**5,317.19**

The accompanying notes form an integral part of the Consolidated financial statements.
In terms of our report attached

For Jayesh Sanghrajka & Co. LLP
Chartered Accountants
ICAI Firm registration number:
104184W/W100075

For and on behalf of the Board of Directors of
Spacenet Enterprises India Limited
CIN: L72200TG2010PLC068624

Pritesh Bhagat
Designated Partner
Membership No.: 144424

Sethurathnam Ravi
Chairman & Non Executive Director
DIN: 00009790

Satya Srikanth Karaturi
Whole-time Director
DIN: 07733024

Dasigi Venkata Surya Prakash Rao
Director & Chief Financial Officer
DIN: 03013165

M. Chowda Reddy
Company Secretary
Membership No.: A48009

Place: Mumbai
Date: May 30, 2023

Place: Hyderabad
Date: May 30, 2023

Place: Hyderabad
Date: May 30, 2023

Spacenet Enterprises India Limited
Statement of Consolidated Profit and Loss for the year ended March 31, 2023

INR in Lakhs except per share data

	Notes	For the year ended 31-Mar-23	For the year ended 31-Mar-22
Income			
Revenue from operations	19	14,453.73	4,313.90
Other income	20	41.72	64.05
Total Income		**14,495.45**	**4,377.95**
Expenses			
Purchase of Stock-in-Trade	21	13,157.02	4,007.44
Changes in inventories of Stock-in-trade	22	(0.83)	-
Employee benefits expense	23	177.55	98.30
Finance costs	24	31.95	2.11
Depreciation and amortisation expense	25	23.72	16.12
Other expenses	26	854.43	170.62
Total expenses		**14,243.84**	**4,294.59**
Profit before exceptional items and tax		**251.61**	**83.36**
Exceptional items		-	-
Profit before tax		**251.61**	**83.36**
Tax expenses			
Current tax		-	13.76
Deferred tax charge/ (credit)		-	(1.00)
Adjustment of tax of earlier years		(10.78)	-
Income tax expense		**(10.78)**	**12.76**
Profit for the year		**262.39**	**70.60**
Other comprehensive income			-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			-
Re-measurement gains/ (losses) on defined benefit plan		(0.61)	0.18
Income tax effect		-	-
Other comprehensive income for the year, net of tax		**(0.61)**	**0.18**
Total comprehensive income for the year		**261.78**	**70.78**
Profit for the year attributable to :			
Owners of Parent		269.22	72.80
Non-controlling interest		(6.83)	(2.20)
Other comprehensive income for the year attributable to :			
Owners of Parent		(0.61)	0.18

Non-controlling interest		-	-
Total comprehensive income for the year attributable to :			
Owners of Parent		268.61	72.80
Non-controlling interest		(6.83)	(2.20)
Earnings per equity share (in INR)	34		
Basic		0.05	0.03
Diluted		0.05	0.03

The accompanying notes form an integral part of the Consolidated financial statements.
In terms of our report attached

For Jayesh Sanghrajka & Co. LLP
Chartered Accountants
ICAI Firm registration number:
104184W/W100075

For and on behalf of the Board of Directors of
Spacenet Enterprises India Limited
CIN: L72200TG2010PLC068624

Pritesh Bhagat
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Whole-time Director
DIN: 07733024

Dasigi Venkata Surya Prakash Rao
Director & Chief Financial Officer
DIN: 03013165

M. Chowda Reddy
Company Secretary
Membership No.: A48009

Place: Mumbai
Date: May 30, 2023

Place: Hyderabad
Date: May 30, 2023

Place: Hyderabad
Date: May 30, 2023

Spacenet Enterprises India Limited
Statement of Consolidated Cash Flows for the year March 31, 2023

INR in Lakhs

	31-Mar-23	31-Mar-22
Operating activities		
Profit / (Loss) before tax	**251.61**	83.36
Adjustments to reconcile loss before tax to net cash flows:		
Depreciation on property, plant and equipment	23.72	16.12
Net foreign exchange differences	-	0.00
Allowance for doubtful receivable	37.29	-
Sundry balances written back	-	(50.90)
Finance income	(3.72)	(12.47)
Share based payment to employees	70.31	-
Finance costs	31.95	2.11
Non-controlling interests	6.83	2.21
Balance written off	0.44	-
Working capital adjustments:		
(Increase)/ decrease in trade receivables	(634.20)	(1,420.69)
(Increase)/ decrease in inventories	(0.83)	-
(Increase)/ decrease in financial assets	(155.12)	(677.60)
(Increase)/ decrease in other assets	(340.79)	(5.47)
Increase/ (decrease) in trade payables	(493.16)	1,760.43
Increase/ (decrease) in others financial liabilities	452.37	(296.45)
Increase/ (decrease) in provisions	6.97	2.12
Increase/ (decrease) in other liabilities	231.46	(17.67)
	(514.87)	**(614.90)**
Income tax paid (net of refund)	-	-
Net cash flows from / (used in) operating activities (A)	**(514.87)**	**(614.90)**
Investing activities		
Purchase of property, plant and equipment	(7.56)	(2.35)
Purchase of intangible assets	(0.65)	(54.82)
Bank Balance other than cash and cash equivalent	194.00	(195.00)
Investment made in subsidiary & others	(964.00)	(1,240.63)
Interest received	4.03	12.15
Net cash flows from / (used in) investing activities (B)	**(774.18)**	**(1,480.65)**
Financing activities		
Proceeds from borrowings, net	(357.10)	2,328.93
Proceed from issue of Share Warrants	1,480.00	-
Issue of share capital*	33.12	
Repayment of term loan from banks & financial institutions	-	(1.06)
Share of Non-controlling interests	(6.83)	(2.21)
Interest paid (gross)	(32.32)	(1.71)
Net cash flows from / (used in) financing activities (C)	**1,116.87**	**2,323.94**
Net increase/ (decrease) in cash and cash equivalents	(172.18)	228.41
Cash and cash equivalents at the beginning of the year (refer note 10)	369.08	140.67
Cash and cash equivalents at the end of the year (refer note 10)	**196.90**	**369.08**

The accompanying notes form an integral part of the Consolidated financial statements.
In terms of our report attached

For Jayesh Sanghrajka & Co. LLP
Chartered Accountants
ICAI Firm registration number:
104184W/W100075

For and on behalf of the Board of Directors of
Spacenet Enterprises India Limited
CIN: L72200TG2010PLC068624

Pritesh Bhagat
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Dasigi Venkata Surya Prakash Rao
Director & Chief Financial Officer
DIN: 03013165

M. Chowda Reddy
Company Secretary
Membership No.: A48009

Place: Mumbai
Date: May 30, 2023

Place: Hyderabad
Date: May 30, 2023

Place: Hyderabad
Date: May 30, 2023

Spacenet Enterprises India Limited
Notes to the Consolidated financial statements for the year ended March 31, 2023

1 Corporate information

The Consolidated Financial Statements comprise financial statements of "Spacenet Enterprises India Limited" ("the Holding company" or "The company") and its subsidiary (collectively referred to as "the Group") for the year ended March 31, 2023. The Holding company is a domiciled in India and incorporated under the provisions of Companies Act applicable in India on May 28, 2010. Its shares are listed on recognised stock exchange of India, the National Stock Exchange of India Limited. The registered office of the company is located at Plot No.114, Survey No.66/2, Raidurgam Gachibowli, Prasanth hills, Navkhalsa, Serilingampally, Hyderabad Rangareddi, 500008, Telangana.
The Group is primarily engaged in trading of commodities and providing Information technology related services.
The Consolidated financial statements are approved for issue by the Group's Board of Directors on May 30, 2023.

2 Significant Accounting Policies

2.1 Basis of preparation of financial statements

The Consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the Consolidated financial statement.

The Consolidated Financial Statements comprises of "Spacenet Enterprises India Limited" and "Thalassa Enterprises Private Limited" being the entity that it controls. Control is assessed in accordance with the requirement of Ind AS 110 – Consolidated Financial Statements. These Consolidated financial statements have been prepared in Indian Rupee which is also the functional currency of the Group. These financial statements have been prepared on historical cost basis, except for certain financial assets and liabilities which are measured at fair value or amortised cost at the end of each reporting period, as explained in the accounting policies below.

2.2 Significant accounting judgements, estimates and assumptions

The preparation of the Group's financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Critical accounting estimates

a. Taxes

Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the same can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

b. Provisions and Contingent Liability

The timing of recognition and quantification of the liability (including litigations) requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

2.3 Basis of consolidation

The company consolidates all entities which are controlled by it. The company establishes control hen; it has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect the entity's returns by using its power over relevant ctivities of the entity. Entities controlled by the company are consolidated from the date control commences until the date control ceases.

The results of subsidiaries acquired, or sold, during the year are consolidated from the effective date of acquisition and up to the effective date of disposal, as appropriate. The financial statements of the companies are consolidated on a line-by-line basis and all inter- company transactions, balances, income and expenses are eliminated in full on consolidation.

Changes in the company's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the company's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries.

Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to shareholders of the company.

2.4 Business combinations

Business combinations have been accounted for using the acquisition method under the provisions of Ind AS 103, Business Combinations.

The purchase price in an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of acquisition, which is the date on which control is transferred to the Group. The purchase price also includes the fair value of any contingent consideration.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a businesscombination are measured initially at their fair value on the date of acquisition. Contingent consideration is remeasured at fair value at each reporting date and changes in the fair value of the contingent consideration are recognized in the Consolidated Statement of Profit and Loss.

The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.

Business combinations between entities under common control is accounted for at carrying value of the assets and liabilities in the Group's Consolidated financial statements. The payments related to options issued by the Group over the non-controlling interests in its subsidiaries are accounted as financial liabilities and initially recognized at the estimated present value of gross obligations. Such options are subsequently measured at fair value in order to reflect the amount payable under the option at the date at which it becomes exercisable. In the event that the option expires unexercised, the liability is derecognized.

Transaction costs that the Group incurs in connection with a business combination such as finder's fees, legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred.

2.5 Current versus non-current classification

The Group presents assets and liabilities in the Consolidated balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

i. Expected to be realised or intended to be sold or consumed in normal operating cycle,
ii. Held primarily for the purpose of trading,
iii. Expected to be realised within twelve months after the reporting period, or
iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

i. It is expected to be settled in the Group's normal operating cycle;
ii. It is held primarily for the purpose of being traded;
iii. It is due to be settled within twelve months after the reporting date; or
iv. The Group does not have an unconditional right to defer settlement of the liability for at least twelve 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.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non current assets and liabilities.

Operating cycle for current and non-current classification

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Group has taken Operating cycle to be twelve months.

2.6 Fair value measurement of financial instruments

The Group measures financial instruments, such as, Investments at fair value at each balance sheet date using valuation techniques. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a) In the principal market for the asset or liability, or

b) In the absence of a principal market, in the most advantageous market for
the asset or liability

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:
Level 1 - Quoted (unadjusted) market prices in active markets for
identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable For assets and liabilities that are recognised in the Consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For assets and liabilities that are recognised in the Consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.7 Property, Plant and Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Gains or losses arising from derecognition of Property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

2.8 Goodwill and other intangible assets

2.8.1 Goodwill

Goodwill represents the purchase consideration in excess of the Group's interest in the net fair value of identifiable assets, liabilities and contingent liabilities of the acquired entity. When the net fair value of the identifiable assets, liabilities and contingent liabilities acquired exceeds purchase consideration, the fair value of net assets acquired is reassessed and the bargain purchase gain is recognized in capital reserve. Goodwill is measured at cost less accumulated impairment losses.

2.8.2 Other intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period with the affect of any change in the estimate being accounted for on a prospective basis. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.
Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Consolidated statement of profit and loss when the asset is derecognized.

2.9 Depreciation and Amortization

Depreciation on Property, plant and equipment is provided on the straight-line basis over the useful lives of assets specified in Schedule II to the Companies Act, 2013.

Software being intangible asset is amortised on straight-line basis over a period of 4 years.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. The amortization period and the amortization method are reviewed at least at each financial year end.

2.10 Impairment of Non-Financial Assets — Property, Plant and Equipment, Goodwill and Other Intangible Assets

The Group assesses at each reporting date as to whether there is any indication that any Property, Plant and Equipment, Goodwill and Other Intangible Assets or group of assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists, the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Consolidated Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

An impairment loss is reversed in the Consolidated Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

2.11 Revenue Recognition

The Group derives revenues primarily from IT services comprising software development and related services, and trading in commodities.

Revenue from operation

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract.

Contract balances

i. Trade receivables

The amounts billed on customer for work performed and are unconditionally due for payment i.e. only passage of time is required before payment falls due, are disclosed in the balance sheet as trade receivables.

ii. Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration or is due from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier).
Contract liabilities are recognised as revenue when the Group
performs under the contract.

Interest income

Interest income from a financial assets is recognised using effective interest rate method.

Dividend

Dividend income is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

2.12 Taxes on income

Current income tax

Tax expense for the year comprises current and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the Consolidated statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:
i. When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

ii. In respect of taxable temporary differences associated with investments in subsidiary and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:
i. When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

ii. In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

All other acquired tax benefits realised are recognised in
profit or loss.

2.13 Earnings Per Share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity share holders of the Group by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as fresh issue, bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity shares holders of the Group by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon 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 from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

2.14 Leases

Where the Group is lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use asset

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

The right-of-use assets are also subject to impairment.

ii) Lease Liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

2.15 Foreign currencies transactions and translation

The Group's financial statements are presented in Indian Rupee, which is also the Group's functional currency.

In preparing the financial statements, transactions in the currencies other than the Group's functional currency are recorded at the rates of exchange prevailing on the date of transaction. At the end of each reporting period, monetary items denominated in the foreign currencies are re-translated at the rates prevailing at the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the retranslation or settlement of other monetary items are included in the statement of profit and loss for the period.

2.16 Cash and Cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

2.17 Employee benefits

Defined benefit plans

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on Projected Unit Credit Method made at the end of the financial year. Actuarial gains and losses for both defined benefit plans are recognized in full in the period in which they occur in the statement of OCI.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the Consolidated balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. Past service costs are recognised in profit or loss on the earlier of:

• The date of the plan amendment or curtailment, and
• The date that the Group recognises related restructuring costs

Termination benefits

The Group recognizes termination benefit as a liability and an expense when the Group has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the termination benefits fall due more than 12 months after the balance sheet date,

they are measured at present value of future cash flows using the discount rate determined by reference to market yields at the balance sheet date on government bonds.

Compensated Absences

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated advances are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Remeasurement gains/losses on defined benefit plans are immediately taken to the Statement of Profit & Loss and are not deferred.

2.18 Provisions and Contingencies

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain.

The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A provision for onerous contracts is recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the Consolidated financial statements.

Provisions and contingent liability are reviewed at each balance sheet.

2.19 Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds including interest expense calculated using the effective interest method, finance charges in respect of assets acquired on finance lease. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset until such time as the assets are substantially ready for the intended use or sale. All other borrowing costs are expensed in the year in which they occur.

2.19 Related party transactions

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the period-end are unsecured and settlement occurs in cash or credit as per the terms of the arrangement. Impairment assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

2.20 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Following are the categories of financial instrument:

a) Financial assets at amortised cost

b) Financial assets at fair value through other comprehensive income (FVTOCI)

c) Financial assets at fair value through profit or loss (FVTPL)

a) Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost using the effective interest rate method if these financial assets are held within a business whose objective is to hold these assets in order 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.

b) Financial assets at fair value through other comprehensive income (FVTOCI)

Debt financial assets measured at FVOCI:

Debt instruments are subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets 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.

Equity Instruments designated at FVOCI:

On initial recognition, the Group makes an irrevocable election on an instrument-by-instrument basis to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments, other than equity investment which are held for trading. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments.

c) Financial assets at fair value through profit or loss (FVTPL)

Investments in equity instruments are classified as at FVTPL, unless the Group irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading. Other financial assets such as unquoted Mutual funds are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

a) the rights to receive cash flows from the asset have expired, or

b) the Group has transferred its rights to receive cash flows from the asset, and

i. the Group has transferred substantially all the risks and rewards of the asset, or

ii. the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group 's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss ('ECL') model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance

b) Financial assets that are debt instruments and are measured at FVTOCI.

c) Financial guarantee contracts which are not measured as at FVTPL.
The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:
i) All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument ii) Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss . This amount is reflected under the head 'other expenses' in the Statement of Profit and Loss. In the balance sheet, ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

Offsetting:
Financial assets and financial liabilities are offset and the net amount is reported in the Consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Financial liabilities
Initial recognition and measurement
Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Group may

transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Group has not designated any financial liability as at fair value through profit and loss.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

Loans and borrowings

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

2.21 Share Based Payments

Equity-settled share based payments to employees are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Consolidated Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

3 Property, plant and equipment

INR in Lakhs

	Plant and Machinery	Computers	Furniture and fixtures	Vehicles	Office equipment	Total
Cost or valuation						
At April 1, 2021	3.13	31.09	1.63	-	0.35	36.20
Acquisition of subsidiary	-	-	18.03	30.06	0.84	557.57
Additions	-	1.93	-	-	4.55	6.48
Disposals	-	-	-	-	-	-
At March 31, 2022	**3.13**	**33.02**	**19.66**	**30.06**	**5.75**	**600.26**
Additions	-	-	-	-	0.35	0.35
Disposals	-	-	-	-	-	-
At March 31, 2023	**3.13**	**33.02**	**19.66**	**30.06**	**6.10**	**600.61**
Depreciation and impairment						
At April 1, 2021	0.34	31.09	0.23	-	0.05	31.71
Acquisition of subsidiary	-	-	9.29	19.79	0.84	538.58
Depreciation charge for the year	0.48	0.22	0.35	0.70	0.20	1.94
Disposals	-	-	-	-	-	-
At March 31, 2022	**0.82**	**31.31**	**9.86**	**20.49**	**1.09**	**572.23**
Depreciation charge for the period	**0.39**	**0.64**	**1.94**	**2.62**	**1.02**	6.61
Disposals	-	-	-	-	-	-

At March 31, 2023	**1.21**	**31.95**	**11.80**	**23.11**	**2.11**	**578.84**
Net Book value						
At March 31, 2022	**2.31**	**1.70**	**9.79**	**9.57**	**4.66**	**28.02**
At March 31, 2023	**1.92**	**1.07**	**7.86**	**6.95**	**3.99**	**21.77**

4.Goodwill and Other Intangible Asset

INR in Lakhs

	Goodwill on Consolidation	Computer Software
Cost or valuation		
At April 1, 2021	-	17.72
Acquisition of subsidiary	489.10	634.28
Additions	-	57.90
Disposals	-	-
At March 31, 2022	**489.10**	**709.90**
Additions	**-**	12.99
Disposals	**-**	**-**
At March 31, 2023	**489.10**	**722.89**
Amortization and impairment		
At April 1, 2021	-	12.46
Acquisition of subsidiary	-	631.20
Amortization charge for the year	-	14.17
Disposals	-	-
At March 31, 2022	**-**	**657.83**
Amortization charge for the period	**-**	17.12
Disposals	**-**	**-**
At March 31, 2023	**-**	**674.95**
Net Book value		
At March 31, 2022	**489.10**	**52.06**
At March 31, 2023	**489.10**	**47.94**

5 Investment

INR in Lakhs

	31-Mar-23	31-Mar-22
Non-current investments:		
Unquoted Equity Instruments	250.63	250.62
Unquoted Preference Shares	1,639.00	390.00
Total investments	**1,889.63**	**640.62**
Market Value of Quoted Investments	-	-
Aggregate amount of Unquoted Investments	1,889.63	640.62

Aggregate amount of Quoted Investments	-	-
Aggregate Amount of Impairment in Value of Investments	-	-

	Face value	Nos.		INR in Lakhs	
		31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
Unquoted Equity Instruments					
Carried at fair value through Profit and Loss *					
Billmart Fintech Private Limited	INR 1	62,500	62,500	250.63	250.62
				250.63	**250.62**
Total Unquoted Equity Instruments				**250.63**	**250.62**
Unquoted Preference Shares					
Carried at fair value through Profit and Loss *					
Nashviille Infra Services Limited (Refer note (a) below)	INR 10	39,00,000	39,00,000	390.00	390.00
Billmart Fintech Private Limited (Refer note (b) below)	INR 100	6,245	-	1,249.00	-
Total Unquoted Preference Shares				**1,639.00**	**390.00**

*Costs of these unquoted equity instruments and unquoted preference shares have been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represent the best estimate of fair value within that range.

(a) Preference shares of Nashviille Infra Services Limited are 0.01% Cumulative Optionally Convertible Redeemable Preference shares and shall be convertible into equity shares at any time after the expiry of three years from the date of allotment.

(b) Preference shares of Billmart Fintech Private Limited are 0.01% Non Cumulative Compulsorily Convertible Redeemable Preference shares of face value INR 100 at a premium of INR 19,900 and shall be mandatorily convertible into equity shares after the expiry of twenty years from the date of allotment or anytime at the option of the investor.

6 Inventories

(valued at lower of cost and net realizable value) **INR in Lakhs**

	31-Mar-23	31-Mar-22
Traded goods		
Commodities	0.83	-
Total Inventories	**0.83**	**-**

7 Trade receivable

INR in Lakhs

	Current		Non Current	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
Trade receivables considered good- Unsecured	3,770.88	1,031.37	-	-
Receivables from related parties (refer note 27)	-	1,252.82	-	-
Trade Receivables - credit impaired	27.28	-	-	-
Total Trade receivables	**3,798.16**	**2,284.19**	**-**	**-**
Trade receivables				
Unsecured, considered good				
-From Related Parties	-	1,252.82	-	-
-From Others	3,770.88	1,031.37	-	-
Trade Receivables - credit impaired	27.28	-	-	-
	3,798.16	**2,284.19**	**-**	**-**
Impairment Allowance (allowance for bad and doubtful debts)				
Less: Allowance for Credit Impairment	(27.28)	-	-	
Net Trade receivables	**3,770.88**	**2,284.19**	**-**	**-**

Trade Receivables Aging Schedule

At March 31, 2023 **INR in Lakhs**

Particulars	Outstanding for following periods from due date of payments					Total
	Less than 6 months	6 months - 1 year	1- 2 years	2- 3 years	More than 3 years	
Undisputed trade-receivables - considered good	3,758.96	-	11.92	-	-	3,770.88
Undisputed trade-receivables - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed trade-receivables - credit impaired	-	27.28	-	-	-	27.28
Disputed trade-receivables - considered good	-	-	-	-	-	-
Disputed trade-receivables - which have significant increase in credit risk	-	-	-	-	-	-
Disputed trade-receivables - credit impaired	-	-	-	-	-	-
Less: Allowance for Impairment	-	-	-	-	-	27.28
Total	**3,758.96**	**27.28**	**11.92**	**-**	**-**	**3,770.88**

At March 31, 2022 **INR in Lakhs**

Particulars	Outstanding for following periods from due date of payments	Total

	Less than 6 months	6 months - 1 year	1- 2 years	2- 3 years	More than 3 years	
Undisputed trade-receivables - considered good	1,709.34	-	-	574.85	-	2,284.19
Undisputed trade-receivables - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed trade-receivables - credit impaired	-	-	-	-	-	-
Disputed trade-receivables - considered good	-	-	-	-	-	-
Disputed trade-receivables - which have significant increase in credit risk	-	-	-	-	-	-
Disputed trade-receivables - credit impaired	-	-	-	-	-	-
Total	**1,709.34**	**-**	**-**	**574.85**	**-**	**2,284.19**

8 Other financial assets

INR in Lakhs

	Current		Non-current	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
Unsecured and considered good, unless otherwise stated				
Security deposits	4.20	4.20	-	-
Interest accrued on fixed deposits	0.01	0.31	-	-
Advance to employee	-	0.50	-	-
Balances with statutory/ government authorities.	-	19.66	-	
Trade advance to related party (refer note 27)	-	15.00	-	-
Other receivables	1,294.21	1,146.65	-	-
Considered Doubtful				
Other receivables.	10.01	-	**-**	-
Less: Provision for Doubtful receivables	(10.01)	-	**-**	-
Net Other financial assets	**1,298.42**	**1,186.32**	**-**	**-**

9 Other assets

INR in Lakhs

	Current		Non-current	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
Prepaid expenses	0.83	0.39	-	-
Balances with statutory/ government authorities	46.28	11.26	3.83	3.83
Advance to suppliers	320.99	0.15	-	-
Advance to related party (refer note 27)	-	-	-	-
Other advance	4.43	-	-	-
Total Other assets	**372.53**	**11.80**	**3.83**	**3.83**

10 Cash and cash equivalents

INR in Lakhs

	31-Mar-23	31-Mar-22
Cash and cash equivalents		
Balances with banks:		
– On current accounts	196.41	359.34
– Deposits with less than three months maturity	-	9.25
Cash on hand	0.49	0.48
Cash and cash equivalents Balances with banks:	**196.90**	**369.08**
Other bank balances		
– Deposits with maturity for more than 3 months but less than 12 months	1.00	195.00
	1.00	**195.00**
Less: Amount disclosed under non-current financial assets	-	-
	197.90	**564.08**

11 Equity share capital

	31-Mar-23	31-Mar-22
Authorised Share Capital		
65,00,00,000 (55,00,00,000) Equity Shares of INR 1 each	6,500.00	5,500.00
Issued, Subscribed and Paid-up		
53,36,70,374 (53,03,58,374) Equity Shares of INR 1 each, fully paid-up	5,336.70	5,303.58
Total Issued, Subscribed and Paid-up Equity Shares	**5,336.70**	**5,303.58**

During the year ended March 31, 2023, the authorised share capital of the parent company was increased by INR 1,000 Lakhs i.e. 10,00,00,000 Equity shares of INR 1 each.

The reconciliation of the number of shares as at March 31, 2023 is set out below:		
	No. of Shares	**INR in Lakhs**
Equity shares of INR 1 each issued, subscribed and fully paid		
At April 1, 2021	**15,81,58,374**	**1,581.58**
Add: Shares issued during the year	37,22,00,000	3,722.00
At March 31, 2022	**53,03,58,374**	**5,303.58**
Add: Shares issued during the year	33,12,000	33.12
At March 31, 2023	**53,36,70,374**	**5,336.70**

Terms/ rights attached to equity shares

The Parent Company has one class of equity shares having a par value of INR 1 each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Equity shares allotted as fully paid-up (during 5 years preceding March 31, 2023) pursuant to contracts 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 Parent Company vide order passed by Honorable National Company Law Tribunal, Hyderabad Bench, Hyderabad-1 dated. January 5, 2021.

Details of shareholders holding more than 5% shares:

Name of the shareholder	31-Mar-23		31-Mar-22	
	No of Shares	Holding percentage	No of Shares	Holding percentage
Equity shares of INR.1 each fully paid up				
Matis Enterprise Private Limited	12,92,00,000	24.21%	12,92,00,000	24.36%
Sri Matha Meenavalli	4,14,68,173	7.77%	4,14,68,173	7.82%
Realstone Trading Company Private Limited	2,80,98,353	5.27%	3,00,00,000	5.66%
Black Hawk Properties Private Limited	2,77,11,447	5.19%	3,00,00,000	5.66%

Details of Shares held by promoters
As at March 31, 2023

Promoter Name	No. of Shares at the beginning of the year	Change during the year	No. of shares at the end of year	% of Total Shares	% change during the year
Equity shares of INR.1 each fully paid up					
Meenavalli Krishna Mohan	2,00,80,786	(2,00,00,000)	80,786	0.02%	-3.77%
M V Lakshmi	74,466	-	74,466	0.01%	0.00%
Meenavalli Usha Rani	64,80,946	-	64,80,946	1.21%	-0.01%
Sri Matha Meenavalli	4,14,68,173	-	4,14,68,173	7.77%	-0.05%
Meenavalli Ganesh	2,00,00,000	-	2,00,00,000	3.75%	-0.02%
Total	**8,81,04,371**	**(2,00,00,000)**	**6,81,04,371**	**12.76%**	**-3.85%**

As at March 31, 2022

Promoter Name	No. of Shares at the beginning of the year	Change during the year	No. of shares at the end of year	% of Total Shares	% change during the year
Equity shares of INR.1 each fully paid up					
Meenavalli Krishna Mohan	80,786	2,00,00,000	2,00,80,786	3.79%	3.74%
M V Lakshmi	74,466	-	74,466	0.01%	-0.03%
Meenavalli Usha Rani	8,79,49,119	(8,14,68,173)	64,80,946	1.22%	-54.39%
Uma Kuna Reddy	26,68,852	(26,68,852)	-	0.00%	-1.69%
Sri Matha Meenavalli	-	4,14,68,173	4,14,68,173	7.82%	7.82%
Meenavalli Ganesh	-	2,00,00,000	2,00,00,000	3.77%	3.77%
Total	**9,07,73,223**	**(26,68,852)**	**8,81,04,371**	**16.61%**	**-40.78%**

Note : As per records of the Parent Company, including its register of shareholders/ members and other declaration received from shareholders regarding beneficial interest, the above shareholding represent both legal and beneficial ownership of shares.

12 Other equity

INR in Lakhs

	31-Mar-23	31-Mar-22
Capital Reserve		
Balance at the beginning of the year	174.34	174.34
Changes during the year	-	-
Closing balance	**174.34**	**174.34**
General Reserve		
Balance at the beginning of the year	1,206.82	1,206.82
Changes during the year	-	-
Closing balance	**1,206.82**	**1,206.82**
Share Based Payment Reserve		
Balance at the beginning of the year	**-**	**-**
Changes during the period (ESOP)	25.93	**-**
Closing balance	**25.93**	**-**
Equity Share Premium Account		
Balance at the beginning of the year	-	**-**
Changes during the period (Equity Share Premium Account)	44.38	**-**
Closing balance	**44.38**	**-**
Money received against Share Warrant		
Balance at the beginning of the year	-	**-**
Changes during the period* Share warrant	1,480.00	**-**
Closing balance	**1,480.00**	**-**

*The Parent Company has received application for 1,48,00,000 warrants which is to be converted to 1 equity share each of the face value of INR 1 each. The warrants were issued with a valuation of INR 20 per warrant and the Parent Company has received the upfront consideration of 50% i.e. INR 1,480 Lakhs.

Net Surplus / (deficit) in the statement of profit and loss		
Balance at the beginning of the year	(3,259.12)	(3,332.11)
Profit / (Loss) for the year	269.22	72.81
Other comprehensive income		
Re-measurement gains/ (losses) on defined benefit plans	(0.61)	0.18
Net Surplus / (deficit) in the statement of profit and loss	**(2,990.51)**	**(3,259.12)**
Total other equity	**(59.03)**	**(1,877.96)**

12 Non-Controlling Interest

INR in Lakhs

	31-Mar-23	31-Mar-22

Equity Share Capital	501.00	501.00
Accumulated Profit/(Loss)		
Opening Balance	(326.33)	-
Profit/(Loss) during the period	(6.83)	(326.33)
Total Non-Controlling Interest	**167.84**	**174.67**

Spacenet Enterprises India Limited
Statement of changes in equity for the year ended March 31, 2023

a. Equity share capital

Particulars	Balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
Number of Shares	53,03,58,374	33,12,000	53,36,70,374
Amount (INR in Lakhs)	**5,303.58**	**33.12**	**5,336.70**

(2) Previous reporting period

Particulars	Balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
Number of Shares	15,81,58,374	37,22,00,000	53,03,58,374
Amount (INR in Lakhs)	**1,581.58**	**3,722.00**	**5,303.58**

b. Other equity *
For the year ended March 31, 2023 **INR in Lakhs**

Particulars	Attributable to equity holders of the Parent Company					Money received against Share Warrant	Non Controlling Interest	Total
	Reserves and Surplus							
	Capital Reserve	General Reserve	Share Based Payment Reserve	Security Premium	Retained earnings			
As at April 1, 2022	174.34	1,206.82	-	-	(3,259.12)	-	-	(1,877.95)
Profit / (Loss) for the year	-	-	-	-	269.22	-	167.84	437.06
On redemption of convertible debentures	-	-	-	-	-	-	-	-
Warrants issued	-	-	-	-	-	1,480.00	-	1,480.00
Share-based Payments	-	-	70.31	-	-	-	-	70.31
Shares issued during	-	-	(44.38)	44.38	-	-	-	-

the year (Refer Note 40)								
Other comprehensive income	-	-	-	-	-	-	-	-
Re-measurement gains/ (losses) on defined benefit plans	-	-	-	-	(0.61)	-	-	(0.61)
Total comprehensive income	**174.34**	**1,206.82**	**25.93**	**44.38**	**(2,990.51)**	**1,480.00**	**167.84**	**108.81**
As at March 31, 2023	**174.34**	**1,206.82**	**25.93**	**44.38**	**(2,990.51)**	**1,480.00**	**167.84**	**108.81**

For the year ended March 31, 2022

INR in Lakhs

Particulars	**Attributable to equity holders of the Parent Company**					**Money received against Share Warrant**	**Non Controlling Interest**	**Total**
	Reserves and Surplus							
	Capital Reserve	**General Reserve**	**Share Based Payment Reserve**	**Security Premium**	**Retained earnings**			
As at April 1, 2021	174.34	1,206.82	-	-	(3,332.11)	-	-	(1,950.94)
Profit / (Loss) for the year	-	-	-	-	72.81	-	174.67	247.47
Other comprehensive income								
Re-measurement gains/ (losses) on defined benefit plans	-	-	-	-	0.18	-	-	0.18
Total comprehensive income	**174.34**	**1,206.82**	**-**	**-**	**(3,259.12)**	**-**	**174.67**	**(1,703.29)**
At March 31, 2022	**174.34**	**1,206.82**	**-**	**-**	**(3,259.12)**	**-**	**174.67**	**(1,703.29)**

*Also refer note 12

The accompanying notes form an integral part of the Consolidated financial statements.

In terms of our report attached

For Jayesh Sanghrajka & Co. LLP
Chartered Accountants
ICAI Firm registration number: 104184W/W100075

For and on behalf of the Board of Directors of
Spacenet Enterprises India Limited
CIN: L72200TG2010PLC068624

Pritesh Bhagat
Designated Partner

Sethurathnam Ravi
Chairman & Non Executive Director

Satya Srikanth Karaturi
Whole-time Director

Membership No.: 144424 DIN: 00009790 DIN: 07733024

Dasigi Venkata Surya Prakash Rao
Director & Chief Financial Officer
DIN: 03013165

M. Chowda Reddy
Company Secretary
Membership No.: A48009

Place: Mumbai
Date: May 30, 2023

Place: Hyderabad
Date: May 30, 2023

Place: Hyderabad
Date: May 30, 2023

Spacenet Enterprises India Limited
Notes to the Consolidated financial statements for the year ended March 31, 2023

13 Borrowings

INR in Lakhs

	31-Mar-23	31-Mar-22
Non-current borrowings		
Unsecured loans		
Unsecured loans from Promoters and relatives	19.84	190.23
Others	-	-
Total non-current borrowings	**19.84**	**190.23**
Terms of Non-current borrowings:		
Unsecured loans from Promoters and relatives bears interest in the range of 8% to 12% per annum.		
Current borrowings		
Loan repayable on demand (from Bank)		
Gold metal loan from ICICI bank	-	186.71
Unsecured loans		
Unsecured loans from Promoters and relatives	-	-
Billmart Fintech Private Limited	-	-
Total current borrowings	**-**	**186.71**

14 Other financial liabilities

INR in Lakhs

	31-Mar-23	31-Mar-22
Current		
Interest accrued and due on borrowings	-	0.40
Payable towards statutory dues	-	0.20
Others	-	244.75

Creditors for expenses	-	2.67
Payable to capital creditors	-	7.21
Total Other financial liabilities	**-**	**255.22**

15 Provisions

INR in Lakhs

	Short term		Long term	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
Provision for employee benefits				
-Provision for gratuity (refer note 32)	0.02	0.00	2.96	0.95
-Provision for leave benefits (refer note 33)	0.11	0.02	1.25	1.09
Provision for Income Tax	-	13.76	-	-
Provision for expenses	6.25	0.95	-	-
Total Provisions	**6.38**	**14.73**	**4.21**	**2.04**

16 Deferred tax assets (net)

INR in Lakhs

Deferred tax assets		
Difference between carrying amounts of property, plant and equipment in financial statement and the income tax return	71.95	20.82
On account of provision for gratuity & leave encashment	1.09	0.54
On account of unabsorbed depreciation and carried forward losses *	146.74	27.48
Gross deferred tax assets	**219.79**	**48.84**
Deferred tax liabilities	-	-
Gross deferred tax liabilities	**-**	**-**
Net deferred tax Asset	**219.79**	**48.84**
Net deferred tax Asset recognised*	**54.19**	**57.17**

*Deferred tax asset is recognised to the extent of the probability of taxable profits in future periods.

17 Trade payables

INR in Lakhs

	31-Mar-23	31-Mar-22
Trade payables		
- Total outstanding dues of micro enterprises and small enterprises (refer note 28)	-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises	1,682.25	1,010.59
Total Trade Payables	**1,682.25**	**1,010.59**

Trade Payable Aging Schedule
As at March 31, 2023

INR in Lakhs

Particulars	Outstanding for following periods from due date of payments				Total
	Less than 1 year	1- 2 years	2- 3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-

Total outstanding dues of creditors other than micro enterprises and small enterprises	1,682.25	-	-	-	1,682.25
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Total	**1,682.25**	**-**	**-**	**-**	**1,682.25**

As at March 31, 2022

INR in Lakhs

Particulars	Outstanding for following periods from due date of payments *				Total
	Less than 1 year	1- 2 years	2- 3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,010.59	-	-	-	1,010.59
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Total	**1,010.59**	**-**	**-**	**-**	**1,010.59**

18 Other current liabilities

INR in Lakhs

	31-Mar-23	31-Mar-22
Advance from customers	956.17	32.65
Payable towards statutory dues	11.89	3.13
Payable to employees*	6.47	8.50
Creditors for expenses	14.30	13.10
Total Other current liabilities	**988.83**	**57.38**

*includes Directors remuneration payable INR 1.78 Lakhs

Breakup of financial liabilities carried at amortised cost

INR in Lakhs

	31-Mar-23	31-Mar-22
Borrowings (refer note 13)	19.84	190.23
Other financial liabilities (refer note 14)	-	255.22
Trade payables (refer note 17)	1,682.25	1,010.59
Total financial liabilities carried at amortised cost	**1,702.08**	**1,456.04**

19 Revenue from operations

INR in Lakhs

	31-Mar-23	31-Mar-22
Revenue from Contracts with Customers		

Sale of Products		
Sale of Commodities	14,021.33	2,128.92
Sale of Bullion*	432.40	2,093.26
Sale of Services		
Sale of Data Feed Services	-	58.85
Sale of IT Services	-	32.86
	14,453.73	**4,313.90**

*Includes sales to related party INR 221.65 Lakhs (P.Y. 1,451.76 INR Lakhs)

19.1 Disaggregated revenue information

Set out below is the disaggregation of the Group's revenue (other than rental income) from contracts with customers by timing of transfer of goods or services.

Timing of transfer of goods or services

INR in Lakhs

	31-Mar-23	31-Mar-22
Revenue from goods or services transferred to customers at a point in time	14,453.73	4,313.90
Revenue from goods or services transferred over time	-	-
	14,453.73	**4,313.90**

20 Other income

INR in Lakhs

	31-Mar-23	31-Mar-22
Creditors/provisions no long required	-	15.08
Interest on fixed deposits	3.73	12.47
Interest on Loan waived off	-	0.80
Exchange difference	2.63	-
Gain on futures and options	5.36	0.70
Bad debts Recovered	30.00	35.00
	41.72	**64.05**

21 Purchase of Stock-in-Trade

INR in Lakhs

	31-Mar-23	31-Mar-22
Purchase of Commodities	12,712.47	1,960.04
Purchase of Bullion	444.55	2,037.90
Cost of IT Services	-	9.50
	13,157.02	**4,007.44**

22 Changes in inventories of Stock-in-trade

INR in Lakhs

	31-Mar-23	31-Mar-22
Opening stock		
-Commodities'	-	-
-Bullions	-	-
	-	**-**

Closing stock		
-Commodities	0.83	-
-Bullions	-	-
	0.83	**-**
	(0.83)	**-**

23 Employee benefits expense

INR in Lakhs

	31-Mar-23	31-Mar-22
Salaries, wages and bonus*	89.94	85.30
Contribution to provident and other funds	13.12	8.12
Gratuity expense (refer note 32)	1.23	1.05
Leave Encashment (refer note 33)	0.43	1.19
Staff welfare expenses	2.52	2.64
Employee Compensation Expenses	70.31	-
	177.55	**98.30**
*includes Directors remuneration of INR 24.29 Lakhs		

24 Finance costs

INR in Lakhs

	31-Mar-23	31-Mar-22
Interest on borrowing	2.89	2.11
Other finance charges	29.06	-
	31.95	**2.11**

25 Depreciation and amortisation expense

INR in Lakhs

	31-Mar-23	31-Mar-22
Depreciation on property, plant and equipment	6.61	1.95
Amortisation of intangible assets	17.11	14.17
	23.72	**16.12**

26 Other expenses

INR in Lakhs

	31-Mar-23	31-Mar-22
Bank charges	2.45	0.44
Electricity charges	2.04	5.83
Rent	13.11	23.10
Directors sitting fees	8.00	-
Repairs and maintenance	3.34	7.48
Insurance	0.32	-
Rates and taxes	2.92	21.52
Travelling and conveyance expenses	12.12	11.58
Communication expenses	3.36	6.03
Payment to auditor*	21.63	8.83
Legal and professional fees	135.03	80.39
Business Promotion	-	-
Depository and Exchange expenses	8.27	-

Exchange difference	-	0.73
Bad debts (Refer note below)	579.65	-
Allowance for doubtful receivable	37.29	-
Miscellaneous expenses	24.90	4.69
	854.43	**170.62**

Note: The balance was outstanding since more than two years. Considering the unwillingness of the customer to pay, the management has written off the debt.

*** Payment to auditor**

INR in Lakhs

	31-Mar-23	31-Mar-22
As auditor:		
Audit fee [including for Limited review]	20.38	7.35
Tax audit fee	1.00	0.75
In other capacity:	-	-
Other services	0.25	0.73
	21.63	**8.83**

The disaggregation of changes to OCI by type of reserve in equity is shown below:

During the year ended March 31, 2023 **INR in Lakhs**

	Retained earnings
Re-measurement gains/ (losses) on defined benefit plans	(0.61)
	(0.61)
During the year ended March 31, 2022	**INR in Lakhs**
	Retained earnings
Re-measurement gains/ (losses) on defined benefit plans	0.18
	0.18

27 Related party transactions

a) The following table provides the name of the related party and the nature of its relationship with the Group:

Key Managerial Personnel (KMP)	
Usha Rani Meenavalli	Promoter
Venkata Srinivas Meenavalli	Promoter
Suresh Tammineedi	Executive Director
Satya Srikanth Karaturi	Whole Time Director
Dasigi Venkata Surya Prakash Rao	Executive Director and Chief Financial Officer
Chowda Medam Reddy	Company Secretary
Srinivasa Rao Tatipakka	Whole Time Director (resigned w.e.f April 30, 2021)
Sethurathnam Ravi	Chairman & Non Executive Director (w.e.f. October 29, 2022)
Enterprises over which Key Managerial Personnel are able to exercise significant influence	
Kling Enterprises India Limited	
Barret Commodity Traders Private Limited	

b) Details of the transactions with the related parties:

INR in Lakhs

Name of the Related party	Relationship	Nature of Transactions	31-Mar-23		31-Mar-22	
			Transactions during the year	Outstanding at the end of the year	Transactions during the year	Outstanding at the end of the year
Thalassa Enterprises Private Limited	Enterprises over which Key Managerial Personnel are able to exercise significant influence - Subsidiary w.e.f. December 21, 2021	Purchase	-	-	298.76	-
Kling Enterprises India Limited	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Net of advance given / (received)	1.50	-	254.34	-
		Advance receivable	-	172.66	-	171.16
		Trade receivable	-	-	47.51	-
Barret Commodity Traders Private Limited	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Sales	221.65	-	1,451.76	-
		Purchase	-	-	1,420.02	-
		Net of advance given / (received)	(15.00)	-	15.00	15.00
		Trade receivable	1,481.11	-	610.72	1,252.82
		Trade Payable	115.25	668.75	-	784.00
Kling Trading India Ltd	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Amount received	-	-	1.00	-
		Payable	52.30	-	-	52.30

Usha Rani Meenavalli	Promoter	Professional Fees	18.15	1.49	13.20	-
		Rent	2.20	-	9.40	-
		Salary	1.65	-	6.60	1.55
		Sale of Bullion	-	-	9.71	-
		Loan Taken	142.50	19.84	38.20	138.45
		Loan Repaid	261.11	-	439.80	-
Venkata Srinivas Meenavalli	Promoter	Professional Fees	31.90	2.48	19.80	1.49
		Loan Repaid	13.58	-	-	13.58
Suresh Tammineedi	Executive Director	Director Remuneration	9.00	0.72	9.00	0.73
Satya Srikanth Karaturi	Whole Time Director	Director Remuneration	7.64	0.44	7.02	0.62
Dasigi Venkata Surya Prakash Rao	Executive Director & CFO	Director Remuneration	7.66	0.62	7.39	0.62
Chowda Medam Reddy	Company Secretary	Salary	9.36	0.75	8.93	0.76
Sethurathnam Ravi	Chairman & Non Executive Director	Director's Sitting Fees	3.00	-	-	-
Srinivasa Rao Tatipakka	Whole Time Director	Director Remuneration	-	-	1.17	-

28 Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

INR in Lakhs

Particulars	**31-Mar-23**	**31-Mar-22**
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
Principal amount due to micro and small enterprises	-	-
Interest due on above	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-

The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-	-

29 Material partly owned subsidiary

Financial information of subsidiary that have material non-controlling interest is provided below:

Name	**Country of incorporation and operation**	**31-Mar-23**	**31-Mar-22**
Thalassa Enterprises Private Limited	India	32.49%	39.86%
Information regarding non-controlling interest of Thalassa Enterprises Private Limited			

	31-Mar-23	**31-Mar-22**
Accumulated balance of material non-controlling interest:	167.84	174.67
Profit / (Loss) allocated to material non-controlling interest:	(6.83)	(2.20)
The summarised financial information of this subsidiary is provided below. This information is based on amounts before inter-company eliminations.		

Summarised statement of Profit and loss:	**31-Mar-23**	**31-Mar-22**
Revenue from contracts with customers	461.40	1,415.18
Other income	-	15.03
Total income	**461.40**	**1,430.21**
Purchase of traded goods	461.11	1,429.51
Finance cost	-	0.35
Depreciation and amortisation expense	4.40	3.96
Other expenses	14.67	1.25
Total expenses	**480.17**	**1,435.07**
Loss before tax	**(18.78)**	**(4.85)**
Tax Expenses	-	0.68
Profit for the year from continuing operations	**(18.78)**	**(5.53)**
Total comprehensive income	**(18.78)**	**(5.53)**
Attributable to non-controlling interests	**(6.10)**	**(2.20)**

Summarised Balance Sheet:	**31-Mar-23**	**31-Mar-22**
Cash and cash equivalent (current)	7.31	10.59
Property, plant and equipment (non-current)	13.72	18.11
Deferred Tax Assets (non-current)	54.19	54.19
Trade Receivable and other financial assets (current)	1,385.75	1525.41
Other current assets	19.94	-
Trade payable and other financial liabilities (current)	(56.62)	(1,031.62)
Borrowings (non-current)	(19.84)	(138.45)
Other current liabilities	(699.99)	-
Total equity	**704.46**	**438.24**

Attributable to:		
Equity holders of parent	475.58	263.56
Non-controlling interest	228.88	174.68

Summarised cash flow information:	**31-Mar-23**	**31-Mar-22**
Operating	(169.67)	(242.55)
Investing	-	-
Financing	166.39	154.60
Net increase/(decrease) in cash and cash equivalents	**(3.28)**	**(87.95)**

30 Statutory Group Information

Particulars	**Entity in the group**		**Total**	**Entity in the group**		**Total**
	Parent	**Subsidiary**		**Parent**	**Subsidiary**	
	31-Mar-23	**31-Mar-23**		**31-Mar-22**	**31-Mar-22**	
Net Assets, i.e. total assets minus total liabilities						
As % of consolidated net assets	97.20%	2.80%	**100%**	95.24%	4.76%	**100%**
INR in Lakhs	5,292.94	152.56	**5,445.50**	3,428.95	171.34	**3,600.29**
Share in profit and loss						
As % of consolidated profit and loss	107.15%	-7.15%	**100%**	107.83%	-7.83%	**100%**
INR in Lakhs	281.17	(18.77)	**262.39**	76.13	(5.53)	**70.60**
Share in other comprehensive income						
As % of consolidated other comprehensive income	100.00%	0.00%	**100%**	100.00%	0.00%	**100%**
INR in Lakhs	(0.61)	-	**(0.61)**	0.18	-	**0.18**
Share in total comprehensive income						
As % of total comprehensive income	107.17%	-7.17%	**100%**	107.81%	-7.81%	**100%**
INR in Lakhs	280.55	(18.77)	**261.78**	76.31	(5.53)	**70.78**

31 Segment Information

The Group is engaged in trading of commodities and providing Information technology related services. Since the necessary conditions specified in Ind AS 108 are not fulfilled and also, the Chief operating decision makers do not review them separately, disclosing information as per requirement of Ind AS 108 "Operating Segment" is not required.

32 Gratuity and other post-employment benefit plans

INR in Lakhs

Particulars	**31-Mar-23**	**31-Mar-22**
Define benefit plan	2.98	0.96
Non-current	2.96	0.95
Current	0.02	0.00

Employees are entitled to a benefit equivalent to fifteen days' last drawn salary for each completed year of service in line with the Payment of Gratuity Act, 1972 subject to a maximum of INR 20 Lakhs. The same is payable at the time of separation from the Company or retirement, whichever is earlier. The benefits vest after five years of continuous service. The Company has funded the liability as on March 31, 2023.
Following figures are as per the actuarial valuation carried out by an independent actuary as at the Balance Sheet date:

Changes in the projected benefit obligation and fair value of plan assets:

INR in Lakhs

Change in projected benefit obligation	**31-Mar-23**	**31-Mar-22**
Obligation at beginning of the year	0.96	0.38
Past Service cost	-	-
Interest cost	0.07	0.02
Current Service cost	1.17	0.65
Benefits directly paid	-	-
Liability transfer	-	-
Actuarial (gain)/loss (through OCI)	-	-
Obligation at end of the year	**2.19**	**1.05**
Present value of projected benefit obligation at the end of the year	2.19	1.05
Net liability recognised in the balance sheet	**2.19**	**1.05**
Re-measurement (gains)/ losses in OCI		
Actuarial (gain) / loss due to financial assumption changes	0.16	-
Actuarial (gain) / loss due to experience adjustments	(0.95)	-
Actuarial (gain) / loss due to demographic assumption changes	-	-
Actuarial (gain) / loss arising from actual vs Expected	-	0.10
Total expenses routed through OCI	**(0.79)**	**0.10**
Present Value of Obligation at end of year	**2.98**	**0.95**
Expenses recognised in statement of profit and loss		
Current Service cost	1.17	0.65
Interest cost (net)	0.07	0.02
Gratuity cost	1.23	0.67
Net gratuity cost	**1.23**	**0.67**
Bifurcation of Net Liability		
Current Liability	0.02	0.00
Non-Current Liability (Long Term)	2.96	0.95
Total Liability	**2.98**	**0.95**

Actuarial Assumptions		
Principal Financial Assumptions	**31-Mar-23**	**31-Mar-22**
Discount rate	7.45%	6.84%
Future salary increases	5.00%	5.00%
Demographic Assumptions	**31-Mar-23**	**31-Mar-22**
Morality Rate (% of IALM 06-08)	100.00%	100.00%
Withdrawal Rate (Per annum)	3.00%	3.00%

A quantitative sensitivity analysis for significant assumption and its impact on projected benefit obligation are as follows:

INR in Lakhs

Particulars	**31-Mar-23**		**31-Mar-22**	
Defined Benefit Obligation (Base)	2.98	7.45%	0.96	6.84%
	Decrease	**Increase**	**Decrease**	**Increase**
Discount Rate (-/+1%)	3.25	2.74	1.03	0.89
(% Changes Compare to base)	9.15%	-8.05%	7.75%	-6.84%
Salary Growth Rate (-/+1%)	2.73	3.26	0.86	1.07
(% Changes Compare to base)	-8.30%	9.29%	-10.42%	12.08%
Attrition Rate (-/+1%)	2.99	2.97	0.91	1.00
(% Changes Compare to base)	0.36%	-0.38%	4.53%	4.33%
Morality Rate (-/+1%)	2.97	2.98	0.96	0.96
(% Changes Compare to base)	-0.13%	0.13%	-0.13%	0.12%

Please note that the sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

There is no change in the method of valuation for the prior period. For change in assumptions please refer Actuarial assumptions above , where assumptions for prior period, if applicable, are given.

The following payments are expected contributions to the projected benefit plan in future years (From Employer):

INR in Lakhs

Particulars	**31-Mar-23**	**31-Mar-22**
Within the next 12 months	0.02	-
Between 2 and 5 years	1.33	0.17
Between 6 and 10 years	0.68	0.26
Beyond 10 years	0.94	0.53
Total expected payments	2.98	0.96
Contributions likely to be made for next one year	-	0.68

33 Leave Encashment and other post-employment benefit plans

		INR in Lakhs
Particulars	**31-Mar-23**	**31-Mar-22**
Define benefit plan	**1.36**	**1.11**
Non-current	1.25	1.09
Current	0.11	0.02

Following figures are as per the actuarial valuation carried out by an independent actuary as at the Balance Sheet date:

Explanation of Amounts in Financial Statements: The valuation results for the defined benefit EL plan are produced in the tables below:

INR in Lakhs

	31-Mar-23	**31-Mar-22**

Change in projected benefit obligation		
Obligation at beginning of the year	1.10	0.48
Past Service cost	-	-
Interest cost	0.08	0.03
Current Service cost	0.35	0.68
Benefits directly paid	-	-
Liability transfer	-	-
Actuarial (gain)/loss (through OCI)	-	-
Obligation at end of the year	**1.53**	**1.19**
Present value of projected benefit obligation at the end of the year	1.53	1.19
Net liability recognised in the balance sheet	**1.53**	**1.19**
Re-measurement (gains)/ losses in OCI		
Actuarial (gain) / loss due to financial assumption changes	0.05	-
Actuarial (gain) / loss due to experience adjustments	0.12	-
Actuarial (gain) / loss due to demographic assumption changes	-	-
Actuarial (gain) / loss arising from actual vs Expected	-	0.09
Total expenses routed through OCI	**0.17**	**0.09**
Present Value of Obligation at end of year	**1.36**	**1.10**
Expenses recognised in statement of profit and loss		
Current Service cost	0.35	0.68
Interest cost (net)	0.08	0.03
Gratuity cost	0.43	0.71
Net gratuity cost	**0.43**	**0.71**
Bifurcation of Net Liability		
Current Liability	0.11	0.02
Non-Current Liability (Long Term)	1.25	1.09
Total Liability	**1.36**	**1.11**

Actuarial Assumptions		
Principal Financial Assumptions	**31-Mar-23**	**31-Mar-22**
Discount rate	7.45%	6.84%
Future salary increases	5.00%	5.00%
Demographic Assumptions	**31-Mar-23**	**31-Mar-22**
Morality Rate (% of IALM 06-08)	100.00%	100.00%
Withdrawal Rate (Per annum)	3.00%	3.00%

A quantitative sensitivity analysis for significant assumption and its impact on projected benefit obligation are as follows:

INR in Lakhs

Particulars	**31-Mar-23**		**31-Mar-22**	
Defined Benefit Obligation (Base)	1.36	7.45%	1.11	6.84%
	Decrease	**Increase**	**Decrease**	**Increase**
Discount Rate (-/+1%)	1.45	1.28	1.19	1.04
(% Changes Compare to base)	6.63%	-5.91%	7.20%	-6.36%
Salary Growth Rate (-/+1%)	1.28	1.45	1.00	1.23
(% Changes Compare to base)	-6.09%	6.73%	-9.58%	11.06%
Attrition Rate (-/+1%)	1.36	1.37	1.06	1.15

(% Changes Compare to base)	-0.40%	0.39%	-4.05%	3.89%
Morality Rate (-/+1%)	1.36	1.36	1.10	1.11
(% Changes Compare to base)	-0.07%	0.07%	-0.12%	0.11%

Please note that the sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

There is no change in the method of valuation for the prior period. For change in assumptions please refer Actuarial assumptions above , where assumptions for prior period, if applicable, are given.

The following payments are expected contributions to the projected benefit plan in future years (From Employer):

INR in Lakhs

Particulars	**31-Mar-23**	**31-Mar-22**
Within the next 12 months	0.10	0.02
Between 2 and 5 years	0.76	0.25
Between 6 and 10 years	0.24	0.28
Beyond 10 years	0.26	0.56
Total expected payments	1.36	1.11
Contributions likely to be made for next one year : depends on the then salary profile and leave days		

Spacenet Enterprises India Limited
Notes to the Consolidated financial statements for the year ended March 31, 2023

34 Earnings per share ['EPS']

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders (after adjusting for interest on the convertible debentures) by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity Shares.

The following table reflects the income and share data used in the basic and diluted EPS computations:

INR in Lakhs

Particulars	**31-Mar-23**	**31-Mar-22**
Profit / (Loss) attributable to equity shareholders	262.39	70.60
Effect of dilution	-	-
Profit / (Loss) attributable to equity holders adjusted for the effect of dilution	262.39	70.60
Weighted average number of equity shares for basic and diluted EPS (No.) *	53,05,76,149	22,64,80,018
Effect of dilution	30,83,699	27,25,926
Weighted average number of equity shares adjusted for the effect of dilution (No.)	**53,36,59,848**	**22,92,05,944**
* includes 2,17,775 (33,12,000*24/365) shares issued under the ESOP - 2021 Scheme as on March 8, 2023 .		

35 Contingent liabilities and commitments

INR in Lakhs

Particulars	31-Mar-23	31-Mar-23
Contingent liabilities		
Claims against the Company, not acknowledged as debts *	74.95	73.56
Bank Guarantee	163.62	-
Others**	126.15	-
Commitments		
The estimated amount of contracts, net of advances remaining to be executed on capital account and not provided for	-	-
	364.71	**73.56**

*In relation to following income tax matters under dispute, the management of the Group is confident that the matters would be decided in their favour. Accordingly no provision has been made in the books in relation to such matters.

** During the financial year 22-23, the Group has discounted Bills Receivables from its customers with Fincred Investment Limited (NBFC). The Group would be liable to pay the amount to NBFC in case of default by its customers.

Name of the Statute	Nature of Dues	Period to which amount relates	Amount INR in Lakhs	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	AY 2012-13	26.65	Commissioner of Income Tax
Income Tax Act, 1961	Income Tax	AY 2014-15	19.62	Commissioner of Income Tax
Income Tax Act, 1961	Income Tax	AY 2018-19	28.68	Commissioner of Income Tax
Total			**74.95**	

36 Earnings and expenditure in foreign currency (on accrual basis)

Earnings in foreign currency

INR in Lakhs

Particulars	31-Mar-23	31-Mar-22
Sales	-	101.36
	-	**101.36**

Expenditure in foreign currency INR in Lakhs

Particulars	31-Mar-23	31-Mar-22
Purchases	128.93	74.50
Miscellaneous expenses	3.15	-
	132.09	**74.50**

37 Fair value measurements

The carrying value of financial instruments by categories is as follows:

INR in Lakhs

Particulars	31-Mar-23	31-Mar-22

	Fair value through Other Comprehensive Income	Fair value through Profit and Loss*	At Amortised Cost	Fair value through Other Comprehensive Income	Fair value through profit and loss	At Amortised Cost
Financial assets						
Investments						
Unquoted Equity Instruments	-	250.63	-	-	250.62	-
Unquoted Preference Shares	-	1,639.00	-	-	390.00	
Trade receivables	-	-	3,770.88	-	-	2,284.19
Cash and cash equivalents	-	-	196.90	-	-	369.08
Bank balance other than cash and cash equivalents	-	-	1.00	-	-	195.00
Other financials assets	-	-	1,298.42	-	-	1,186.32
Total	**-**	**1,889.63**	**5,267.20**	**-**	**640.62**	**4,034.59**
Financial liabilities						
Borrowings	-	-	19.84	-	-	376.94
Trade payables	-	-	1,682.25	-	-	1,010.59
Other financial liabilities	-	-	-	-	-	255.22
Total	-	-	**1,702.08**	**-**	**-**	**1,642.75**

*The investments are reclassified from amortised cost to fair value through profit and loss due to change in Group's business model.

Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Group’s assets and liabilities

INR in Lakhs

Particulars	31-Mar-23				31-Mar-22			
	Carrying amount	Fair value			Carrying amount	Fair value		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Financial assets								
Measured at cost/ amortised cost/fair value through profit and loss								
Investments	1,889.63	-	-	1,889.63	640.62	-	-	640.62
Trade receivables	3,770.88	-	-	-	2,284.19	-	-	-
Cash and cash equivalents	196.90	-	-	-	369.08	-	-	-
Bank balance other than cash	1.00	-	-	-	195.00	-	-	-

and cash equivalents								
Other financials assets	1,298.42	-	-	-	1,186.32	-	-	-
	7,156.82	**-**	**-**	**1,889.63**	**4,675.20**	**-**	**-**	**640.62**
Assets for which fair value are disclosed								
Investment properties	-	-	-	-	-	-	-	-
	-	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Financial liabilities								
Measured at amortised cost								
Borrowings	19.84	-	-	-	376.94	-	-	-
Trade payables	1,682.25	-	-	-	1,010.59	-	-	-
Other financial liabilities	-	-	-	-	255.22	-	-	-
	1,702.08	**-**	**-**	**-**	**1,642.75**	**-**	**-**	**-**

Notes:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the group can access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset or liability.

There have been no transfers between the levels during the period.

Financial instruments carried at amortised cost such as trade receivables, other financial assets, borrowings, trade payables and other financial liabilities are considered to be same as their fair values, due to short term nature.

Investments valued at fair value through profit and loss are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

For financial assets & liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

38 Financial risk management objectives and policies

The Group's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support Group's operations. The Group's principal financial assets include trade and other receivables and cash and cash equivalents and other bank balances that derive directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management advises on financial risks and the appropriate financial risk governance framework for the Group. The Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

A Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans, borrowings and security deposits.

The Group is not exposed to significant interest rate risk as at the respective reporting dates.
The Group's equity investments are mainly strategic in nature and are generally held on a long term basis. Further, the investments are not exposed to significant price risk.

B Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities (short term bank deposits). The Group only deals with parties which has good credit rating / worthiness given by external rating agencies or based on companies internal assessment.
Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, investments, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Group's result in material concentration of credit risk.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was INR 7,156.82 lakhs (March 31, 2022- INR 4,774.97 lakhs) being the total of the carrying amount of Cash and cash equivalents, bank deposits, trade receivables, investments and other financial assets.

Trade receivables

IND AS requires expected credit losses to be measured through a loss allowance. The Group assesses at each date of statements of financial position whether a financial asset or a group of financial assets is impaired. The Group recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on ageing which are receivables for more than six months.

Movement in the expected credit loss allowance:

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	-	-
Movement in the expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	27.28	-
Balance at the end of the year	**27.28**	-

C Liquidity risk

Liquidity risk refers to the risk that the Group can not meet its financial obligation. The objective of liquidity risk management is to maintain sufficient liquidity and ensured that funds are available for use as per requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserves borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and exclude the impact of netting agreements.

INR in Lakhs

As at March 31, 2023	Carrying Amount	Less than 1 year	1-2 years	2-5 years	More than 5 years
Current Financial Liabilities					
Trade payables	1,682.25	1,682.25	-	-	-
Non-current Financial Liabilities					
Borrowings	19.84	19.84	-	-	-

As at March 31, 2022	Carrying Amount	Less than 1 year	1-2 years	2-5 years	More than 5 years
Current Financial Liabilities					
Borrowings	186.71	186.71	-	-	-
Trade payables	1,106.36	1,106.36	-	-	-
Other financial liabilities	7.61	7.61	-	-	-
Non-current Financial Liabilities					
Borrowings	51.78	51.78	-	-	-

Spacenet Enterprises India Limited
Notes to the Consolidated financial statements for the year ended March 31, 2023

39 Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Parent. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans & borrowings, less cash and cash equivalents.

The Group's adjusted net debt and equity position as at March 31, 2023 was as follows:

INR in Lakhs

	31-Mar-23	31-Mar-22
Borrowings (refer note 13)	19.84	376.94
Less: Cash and cash equivalents (refer note 10)	197.90	564.08
Net debt	**(178.06)**	**(187.14)**

Equity share capital (refer note 11)	5,336.70	5,303.58
Other equity (refer note 12)	(59.03)	(1,877.96)
Non Controlling Interest (refer note 12)	167.84	174.67
Total capital	**5,445.51**	**3,600.29**

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current year.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2023.

40 Share based payments

The Group has Employee Stock Options Scheme i.e. ESOP - 2021 under which options have been granted at exercise price to be vested from time to time. The Scheme was approved at the 11th Annual General Meeting of Parent Company held on September 24, 2021. The ESOP- 2021 Scheme enables grant of stock options to the eligible employees of the Group not exceeding 55,20,000 Shares on February 21, 2022.

i) Details related to ESOS:

A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including –

<table>
<tr><td>Date of shareholders' approval</td><td colspan="2">September 24, 2021</td></tr>
<tr><td>Date of ratification the Group's ESOP Scheme, 2021 as per Clause 12 of SEBI (Share Based Employee Benefits Scheme) Regulations, 2014</td><td colspan="2">Not Applicable</td></tr>
<tr><td>Total number of options approved under ESOP Scheme - 2021</td><td colspan="2">1,00,00,000 (One Crore only)</td></tr>
<tr><td rowspan="6">Vesting requirements</td><td colspan="2">Options granted under Spacenet Employee Stock Option Scheme 2021 shall vest over a period of 04 (Four) years in the Following Manner:</td></tr>
<tr><td>Vesting Period</td><td>Vesting proportion</td></tr>
<tr><td>End of one year from the date of grant</td><td>60% of options granted</td></tr>
<tr><td>End of two years from the date of grant</td><td>15% of options granted</td></tr>
<tr><td>End of three years from the date of grant</td><td>15% of options granted</td></tr>
<tr><td>End of Four years from the date of grant</td><td>10% of options granted</td></tr>
<tr><td>Exercise price or pricing formula</td><td colspan="2">Rs.01/- (Rupee One Only) as decided by Nomination and Remuneration committee based on the following pricing formula "Not less than the face value of the shares and not higher than the prevailing Market Price as on date of grant."</td></tr>
<tr><td>Maximum term of options</td><td colspan="2">04 (Four) years</td></tr>
</table>

granted	
Source of shares (primary, secondary or combination)	Primary
Variation in terms of options	NIL

The Group has formulated Employee Stock Option Schemes 2021. The grant of options to the employees under the stock option schemes is on the basis of their performance and other eligibility criteria. The options granted under the Scheme 2021 are vested over a period of five years in the ratio of 60%, 15%, 15% and 10% respectively from the end of 12 months from the date of grant, subject to the discretion of the management and fulfilment of certain conditions.

ii) Option Movement during the year (For ESOP Scheme - 2021):

Particulars	**Details**
Number of options granted and outstanding at the beginning of the period	55,20,000
Number of options granted during the year	-
Number of options forfeited / lapsed during the year	-
Number of options vested during the year	33,12,000
Number of options exercised during the year	33,12,000
Number of shares arising as a result of exercise of options	33,12,000
Money realized by exercise of options (INR), if scheme is implemented directly by the group	33,12,000
Loan repaid by the Trust during the year from exercise price received	Not Applicable
Number of options granted and outstanding at the end of the year	22,08,000
Number of options exercisable at the end of the year	-
Exercise prices of Number of options outstanding at the end of the year (INR)	1.00
Remaining contractual life	35 Months
The total expense recognised for the period (INR)	INR 70.31 Lakhs

iii) The fair value has been calculated using the Black-Scholes Option Pricing Model and significant assumptions and inputs to estimate the fair value options granted.

Fair Value per Option of Grant dated February 21, 2022

Particulars	**Vest Date**			
	February 21, 2023	**February 21, 2024**	**February 21, 2025**	**February 21, 2026**
Strike/ Exercise Price (Rs.)	1.00	1.00	1.00	1.00
Risk free rate of interest (%)	4.37%	4.80%	5.34%	5.85%
Implied Volatility factor (%)	30.17%	70.72%	109.15%	140.14%
Fair value per Option at year end (Rs.)	**1.34**	**1.52**	**1.85**	**2.09**

Weighted Average of Fair Values of Options	**Quantity (in nos.)**	**Option Price (in INR)**	**Product (in INR)**
Vesting 1	33,12,000	1.34	44,38,080
Vesting 2	8,28,000	1.52	12,58,560
Vesting 3	8,28,000	1.85	15,31,800
Vesting 4	5,52,000	2.09	11,53,680

Total/weighted average			83,82,120

41 Standards issued but not effective

There were no standards issued but not effective at the time of issuance of the Group's financial statements, hence the disclosure is not applicable.

42 Significant event after the reporting period

There were no significant adjusting event that accrued subsequent to the reporting period which may require an adjustment to the balance sheet.

43 Code of Social Security

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

44 Ratio Analysis

Ratio	31-Mar-23	31-Mar-22	% change
Current ratio (Refer note (a) below)	2.11	2.65	-20.62%
Debt- Equity Ratio (Refer note (b) below)	0.00	0.10	-96.52%
Debt Service Coverage ratio (Refer note (c) below)	0.62	0.06	988.95%
Return on Equity ratio (Refer note (c) below)	0.06	0.02	194.39%
Inventory Turnover ratio	31,624.51	NA	NA
Trade Receivable Turnover Ratio (Refer note (c) below)	4.77	1.89	152.79%
Trade Payable Turnover Ratio (Refer note (c) below)	9.77	3.97	146.43%
Net Capital Turnover Ratio (Refer note (c) below)	4.88	1.71	185.15%
Net Profit ratio (Refer note (a) below)	0.02	0.02	10.38%
Return on Capital Employed (Refer note (c) below)	0.02	0.01	96.47%
Return on Investment (Refer note (d) below)	3.73	0.06	6006.51%

Reasons for variance

(a) There is no significant change (i.e. change of more than 25% as compared to the immediately previous financial year) in the key financial ratios.
(b) Major portion of the borrowing has been repaid during the financial year.
(c) Revenue growth along with improved liquidity and efficiency in working capital has resulted in improvement of ratio.
(d) Ratio is improved because substantial part of the fixed deposits are matured and interest on remaining amount of fixed deposit is higher as compared to previous year.

44.1 Formula for computation of ratios are as follows:

Ratio	Numerator	Denominator
Current ratio	Current Assets	Current Liabilities
Debt- Equity Ratio	Total Debt	Shareholder's Equity
Debt Service Coverage ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses	Debt service = Interest & Lease Payments + Principal Repayments

Return on Equity ratio	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity
Inventory Turnover ratio	Cost of goods sold	Average Inventory
Trade Receivable Turnover Ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable
Trade Payable Turnover Ratio	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables
Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities
Net Profit ratio	Net Profit	Net sales = Total sales - sales return
Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability
Return on Investment	Interest (Finance Income)	Investment

45 Other Statutory Information

1. The Group does not have any Benami property, where any proceeding has been initiated or pending against the group for holding any Benami property under Benami Transactions (Prohibition) Act, 1988 (45of 1988).

2. The Group does not have any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.

3. The Group does not have any charges or satisfaction yet to be registered with ROC beyond the statutory period.

4. The Group do not have any transactions with Crypto Currency or Virtual Currency where the Group has traded or invested in Crypto Currency or Virtual Currency during the year.

5.The Group has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

(b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

6. The Group has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

7. The Group does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961.

46 Prior year comparatives

The figures of the previous year have been regrouped/reclassified, where necessary, to confirm with the current year's classification.

47 Approval of Financial Statements

The financial statements were approved for issue by the Board of Directors on May 30, 2023.

In terms of our report attached

The accompanying notes form an integral part of the Consolidated financial statements.
In terms of our report attached

For Jayesh Sanghrajka & Co. LLP
Chartered Accountants
ICAI Firm registration number:
104184W/W100075

For and on behalf of the Board of Directors of
Spacenet Enterprises India Limited
CIN: L72200TG2010PLC068624

Pritesh Bhagat
Designated Partner
Membership No.: 144424

Sethurathnam Ravi
Chairman & Non Executive Director
DIN: 00009790

Satya Srikanth Karaturi
Whole-time Director
DIN: 07733024

Dasigi Venkata Surya Prakash Rao
Director & Chief Financial Officer
DIN: 03013165

M. Chowda Reddy
Company Secretary
Membership No.: A48009

Place: Mumbai
Date: May 30, 2023

Place: Hyderabad
Date: May 30, 2023

Place: Hyderabad
Date: May 30, 2023