



NOTICE OF POSTAL BALLOT /E-VOTING TO THE SHAREHOLDERS

[Pursuant to the provisions of Section 110 and Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (collectively the 'MCA Circulars'), and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force) for seeking approval of members of Indiqube Spaces Limited (the "Company") via Postal Ballot through remote e-voting only (voting through electronic means) for the resolutions as set out in the Notice.

The explanatory statement pursuant to Section 102 and Section 110 of the Act and other applicable provisions of the Act, pertaining to the said resolutions setting out the material facts form part of this Notice. The Notice will also be placed on the website of the Company at www.indiqube.com, websites of the stock exchanges where the equity shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depositories Limited ("NSDL") at www.evoting.nsdl.com.

In compliance with the MCA Circulars, Indiqube Spaces Limited ('Company/Indiqube') is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with **MUFG Intime India Private Limited** (formerly known as Link Intime India Pvt. Ltd.), Company's Registrar and Transfer Agent ('RTA')/ Depositories as on Friday, 8th August 2025. If any member's e-mail address is not registered or updated with the RTA/ Depositories/ Depository Participant(s), they may follow the process provided in the Notes hereunder to receive the Notice, login ID and password for remote e-Voting.



Accordingly, physical copy of the Notice along with Postal Ballot Form is not being sent to the Members for this Notice. The Notice is also available on the website of the Company and can be accessed at www.indiqube.com.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The Company has engaged the services of NSDL for facilitating remote e-Voting facility to its members. The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

Scrutinizer for conducting the Postal Ballot

In compliance with Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company ("Board") vide meeting dated August 12, 2025 has appointed Ms. Varsha V Shenoy (FCS: 9012, COP: 10499), Proprietress of VVS and Associates, a Practicing Company Secretary firm, Bengaluru, as the Scrutinizer ("Scrutinizer") for scrutinizing the postal ballot / e-voting in a fair and transparent manner in accordance with applicable laws.

Upon the completion of scrutiny of the votes, the Scrutinizer will submit its report to the Chairman or in his absence to the Company Secretary of the Company ("authorized person"), duly authorised in writing by the Chairman, within 2 (two) working days. The results of the Postal Ballot will be announced, within the statutory timeline by the Chairman or in his absence by the authorized person.

E-voting

The remote e-Voting period shall commence on Saturday, 16th August 2025, at 09:00 A.M. (IST) and end on Sunday, 14th September 2025, at 05:00 P.M. (IST). Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting not later than 05:00 p.m. (IST) on Sunday, 14th September, 2025. The remote e-Voting facility will be disabled by NSDL immediately thereafter and the voting shall not be permitted beyond the said period. Further, members are requested to note that once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

The results of the Postal Ballot will be intimated to BSE Limited (BSE) and National Stock Exchange of India Ltd. (NSE), where the shares of the Company are listed, on or before Tuesday, 16th September 2025. The said results along with the Scrutinizer's Report will also be displayed on the website of the Company www.indiqube.com.



In accordance with SS-2 the resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. Sunday, 14th September 2025.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot (only through Remote E-voting):

Special Business:

Item No. 1: Approval for Reclassification of Authorised Share Capital and alteration to the Capital Clause of the Memorandum of Association of the Company

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

“RESOLVED THAT in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s), amendments or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to reclassify the authorised share capital of the Company from the existing Authorised Share Capital of INR 32,50,00,000 (Rupees Thirty Two Crore Fifty Lakhs only) comprising of 25,00,00,000 Equity Shares of INR 1 each, 6,25,00,000 0.001% Series A Compulsorily Convertible Preference Shares of INR 1 each and 1,25,00,000 0.001% Series B Compulsorily Convertible Preference Shares of face value of INR 1 each to INR 32,50,00,000 (Rupees Thirty Two Crore Fifty Lakhs only) comprising of 32,50,00,000 (Thirty Two Crore Fifty Lakhs only) Equity Shares having a face value of INR 1/- (Rupee One Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised share capital of the Company is INR 32,50,00,000 (Rupees Thirty Two Crore Fifty Lakhs only) comprising of 32,50,00,000 (Thirty Two Crore Fifty Lakhs only) Equity Shares having a face value of INR 1/- (Rupee One Only) each.

RESOLVED FURTHER THAT, the Board of Directors and Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable to give effect to the above resolutions, and to make any filings, including with the Registrar of Companies, Karnataka at Bengaluru, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt that may arise.”



Item No. 2: Ratification of the “Indiqube- Employee Stock Option Plan 2022”

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

“RESOLVED THAT pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (“Act”), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Act and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB & SE) Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Securities and Exchange Board of India (“SEBI”), the BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”) where the equity shares of the Company are listed and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable (“Applicable Laws”), the relevant provisions of the Memorandum of Association and Articles of Association of Indiqube Spaces Limited (“Company”) and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, **'Indiqube- Employee Stock Option Plan 2022' ("ESOP 2022"/ "Plan")** of the Company as approved by the Board of Directors as well as Shareholders as on November 15, 2024 and November 16, 2024 respectively, prior to the listing of equity shares of the Company on the Stock Exchanges consequent to the Initial Public Offer (“IPO”) by the Company, be and is hereby ratified within the meaning of the SEBI (SBEB & SE) Regulations, as detailed in the explanatory statement annexed hereto, along with the consent accorded to the Board of Directors of the Company (“Board” which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations), being authorised to create, offer, issue, reissue and allot employee stock options (“ESOPs”) Equity shares on exercise of options, issue fresh options, reissue options that may have lapsed / cancelled / surrendered already approved at any time to or for the benefit of the eligible employees under the ESOP 2022, and to grant the ESOPs to the eligible employees on such terms and conditions as provided in the ESOP 2022 and as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws.

RESOLVED FURTHER THAT the authority of the Board of Directors of the Company (“Board” which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations), to create, offer, grant, issue and allot upto 40,61,200 employee stock options (“ESOPs”), exercisable into 40,61,200 equity shares of face value of R1. 1/- each of the Company, at such price, in one or more tranches, from time to time, to the eligible employees of the Company, whether working in India or out of



India, present or future, as may be decided by the Board and permitted under the SEBI (SBEB & SE) Regulations, with each option giving a right, but not an obligation, to the eligible employees and that the grant of options, vesting and exercise thereof shall be in and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, the accounting policies, SEBI (SBEB & SE) Regulations and in due compliance with the applicable laws and regulations in force, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the authority granted to the Board of Directors of the Company ("Board" which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations) to grant ESOPs be and is hereby ratified.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee and / or the Board of the Company be and is hereby authorized to facilitate the allotment of equity shares upon exercise of options from time to time in accordance with the ESOP 2022 and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT, for the purpose of effectuating the above resolution, the Board / Nomination & Remuneration Committee be and is hereby authorised on behalf of the Company, to implement, formulate, evolve, decide upon and bring in to effect the ESOP 2022 and modifications, changes, variations, alterations, or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation, or sale of division/ undertaking or other reorganization etc., requisite adjustments (which may include adjustments to the number of options in ESOP 2022) shall be appropriately made, in a fair and reasonable manner in accordance with ESOP 2022.



RESOLVED FURTHER THAT Board of Directors, Chief Financial Officer and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions, be and is hereby ratified and a certified copy of this resolution be issued to all concerned parties.”

Item No. 3: Approval and adoption of the Articles of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and 15 of the Companies Act, 2013 and other applicable provisions, if any, and the rules made thereunder, each as amended, (the “**Companies Act**”) the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the set of existing Articles of Association of the Company, be and is hereby substituted with the amended Articles of Association, available for inspection by the Members of the Company and the same be approved as replacement and substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT consent of the Members be and is hereby accorded to **delete Part B (Article 167 to 192)** of the existing Articles of Association and retain **Part A (Article 1 to 166)** of the existing Articles of Association and adopt the new Articles of Association (**Article 1 to 166**) of the company.

RESOLVED FURTHER THAT any of the Directors, Chief Financial officer, Company Secretary of the Company, and such other persons as may be authorised by the Board of Directors of the Company be and are hereby jointly and/or severally authorised to issue certified true copies of these resolutions and the same may be forwarded to concerned authorities for necessary action and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution including filing of necessary forms with the Registrar of Companies, Karnataka at Bengaluru.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director and/or the Company Secretary, be forwarded to the concerned authorities for necessary action as may be required from time to time.”



By the Order of the Board of Directors

For Indiqube Spaces Limited

(Formerly known as 'Indiqube Spaces Private Limited, Innovent Spaces Private Limited')

-Sd-

Pranav Ayanath Kuttiyat

Company Secretary and Compliance Officer

Membership No: A57351

Date: 12th August 2025

Place: Bengaluru

Registered Office: Plot # 53, Careernet Campus, Kariyammanna Agrahara Road,
Devarabisanahalli, Outer Ring Road, Bengaluru 560103, Karnataka, India

CIN: U45400KA2015PLC133523

Website: www.indiqube.com

E-mail: cs.compliance@indiqube.com

Phone: +91 99000 92210



NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ MUFG Intime India Private Limited, the Company's Registrar and Transfer Agent ('RTA'), as on Friday, 8th August 8, 2025 ('**Cut-off date**') and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a member as on the Cut-Off Date should treat this Notice for information purposes only. It is however clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/ RTA/ Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned in note no. 13 of this Notice.
5. The remote e-Voting shall commence on Saturday, 16th August 2025, at 9:00 A.M. (IST) and ends on Sunday, 14th September 2025, at 05:00 P.M. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-Voting module shall be disabled by **NSDL** for e-Voting thereafter and the voting shall not be permitted beyond said period.



6. The Board of Directors has appointed Ms. Varsha V Shenoy (FCS: 9012, COP: 10499), of VVS and Associates, a Practicing Company Secretary firm, Bengaluru, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.
7. The Scrutinizer will submit their report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within 2 (two) working days from the conclusion of the postal ballot e-Voting. The Scrutinizer's decision on the validity of votes cast will be final.
8. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.indiqube.com immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
9. The Resolution, if passed by the requisite majority through Postal Ballot by remote e-Voting, will be deemed to have been passed on the last date specified for e-Voting i.e., Sunday, 14th September 2025.
10. Members may download the Notice from the website of the Company at www.indiqube.com. A copy of the Notice is also available on the website of stock exchanges viz., BSE at www.bseindia.com and NSE at www.nseindia.com.
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, members may also send their requests to cs.compliance@indiqube.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID between the e-Voting period i.e. from Saturday, 16th August, 2025 to Sunday, 14th September, 2025.
13. E-voting Instructions for Postal Ballot are provided in below.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system :

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are 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 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal

	<p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user

	by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file.

Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.



7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to varsha@vvsandassociates.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request Falguni Chakraborty at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 cs.compliance@indiqube.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs.compliance@indiqube.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**



3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
14. Contact details of the person responsible to address the queries/grievances connected with the voting by electronic means, if any:
- Pranav A K, Company Secretary and Compliance Officer
Plot # 53, Careernet Campus, Kariyammanna Agrahara Road,
Devarabisanahalli, Outer Ring Road, Bengaluru 560103, Karnataka, India
E-mail: cs.compliance@indiqube.com
Phone: +91 99000 92210



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1: Approval for Reclassification of Authorised Share Capital and alteration to the Capital Clause of the Memorandum of Association of the Company:

The Company, as part of its initial public offering ("IPO") had converted all its outstanding compulsorily convertible preference shares into equity shares on May 16, 2025 pursuant to which it is proposed to reclassify its authorised share capital comprising of 25,00,00,000 Equity Shares of INR 1 each, 6,25,00,000 0.001% Series A Compulsorily Convertible Preference Shares of INR 1 each and 1,25,00,000 0.001% Series B Compulsorily Convertible Preference Shares of face value of INR 1 each to resultant number of equity shares of INR 32,50,00,000 (Rupees Thirty Two Crore Fifty Lakhs only) comprising of 32,50,00,000 (Thirty Two Crore Fifty Lakhs only) Equity Shares having a face value of INR 1/- (Rupee One Only) each and amend Clause V of the Memorandum of Association of the Company.

The Board of Directors vide their meeting held on August 12, 2025 considered and approved the reclassification of Authorised Share Capital of the Company amounting to INR 32,50,00,000 (Rupees Thirty Two Crore Fifty Lakhs only) comprising of 25,00,00,000 Equity Shares of INR 1 each, 6,25,00,000 0.001% Series A Compulsorily Convertible Preference Shares of INR 1 each and 1,25,00,000 0.001% Series B Compulsorily Convertible Preference Shares of face value of INR 1 each to INR 32,50,00,000 (Rupees Thirty Two Crore Fifty Lakhs only) comprising of 32,50,00,000 (Thirty Two Crore Fifty Lakhs only) Equity Shares having a face value of INR 1/- (Rupee One Only) each, subject to the approval of the members of the company.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the members by way of an **Ordinary Resolution** is required for alteration of the Memorandum of Association of the Company. Accordingly, the Board of Directors recommends passing an Ordinary Resolution as set out at **Item No. 1** of this Notice, for the approval of the members.

A copy of the existing and altered Memorandum of Association of the Company is available for inspection at the Registered Office of the Company during business hours on all working days



(except Saturdays, Sundays, and public holidays) between the e-Voting period i.e. from Saturday, 16th August 2025 to Sunday, 14th September 2025.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any other officials of the Company as contemplated under the provisions of Section 102 of the Act are, in any way, financially or otherwise, concerned or interested in the proposed resolution.

Item No. 2: Ratification of the “IndiQube- Employee Stock Option Plan 2022”

The Members shall note

that '**IndiQube- Employee Stock Option Plan 2022**' ("**ESOP 2022**" / "**Plan**") was adopted by the Board of Directors ("**Board**") at its meeting held on July 26, 2022, and approved by the members by passing the special resolution at its extraordinary general meeting held on August 01, 2022, to attract, retain and motivate key talents working with the Company, by way of rewarding their high performance and motivate them to contribute to the overall corporate growth and profitability.

The Plan was subsequently amended to align with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI (SBEB & SE) Regulations**") and the Amended '**IndiQube- Employee Stock Option Plan 2022**' ("**ESOP 2022**" / "**Plan**") was approved at the Board meeting held on November 15, 2024 and subsequently by the members at extra-ordinary general meeting held on November 16, 2024.

The Members shall further note that in terms of Regulation 12(1) of SEBI (SBEB & SE) Regulations, Company is permitted to make any fresh grants which involves allotment of shares to its employees under an employee stock option plan formulated prior to listing of its shares only if such plan is in conformity with the SEBI (SBEB & SE) Regulations and is ratified by its members after the listing of the shares of the Company.

The Company had completed its initial public offer ("**IPO**") of its equity shares and the shares were listed on the recognized stock exchanges namely BSE Limited and the National Stock Exchange of India Limited on July 30, 2025. Therefore, **the IndiQube- Employee Stock Option Plan 2022**' ("**ESOP 2022**" / "**Plan**") is required to be approved and ratified by the members of the Company in terms of Regulation 12(1) of the SEBI (SBEB & SE) Regulations, prior to making any fresh grants under **IndiQube- Employee Stock Option Plan 2022**' ("**ESOP 2022**" / "**Plan**") and accordingly, the same is recommended by the Board of Directors to the members for ratification. The particulars as required under Section 62 (1)(b) of the Companies Act, 2013 and SEBI (SBEB & SE) Regulations are provided in **Annexure I**.



Annexure-I

Particulars	Details
a) Brief Description	<p>The primary objective of the Plan is to reward the key Employees for their association, dedication, and contribution to the goals of the Company. The Company intends to use this Plan to attract, retain and motivate key talents working with the Company, by way of rewarding their high performance and motivate them to contribute to overall corporate growth and profitability.</p> <p>The IndiQube- Employee Stock Option Plan 2022 ("ESOP 2022" / "Plan") shall be administered and implemented by the Nomination and Remuneration Committee (NRC or Committee) and all the questions of interpretation of ESOP 2022 shall be determined by NRC.</p>
b) Total number of employee stock options to be offered and granted	<p>The maximum number of Options under this Plan that may be granted to any identified Employee shall in aggregate not exceed 40,61,200 (Forty Lakhs Sixty One Thousand Two Hundred) or such number of options equivalents to 2.18% of the paid-up equity share capital from time to time with each such Option conferring a right upon the Employees to apply for one Share in the Company in accordance with the terms and conditions as may be decided under the Plan.</p>

c) Identification of classes of employees entitled to participate in the Employees Stock Option Scheme	<p>Here, “Employee(s)” means</p> <ul style="list-style-type: none"> i. a permanent employee of the Company working in or outside India; or ii. a Director of the Company, whether a whole-time or not, but shall not include: <ul style="list-style-type: none"> a. an employee who is a Promoter or a person belonging to the Promoter Group; b. a director of the company, whether a whole time director or not, including a non executive director who is not a promoter or member of the promoter group, but excluding an independent director; or iii. an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company, but does not include— <ul style="list-style-type: none"> a. an employee who is a promoter or a person belonging to the promoter group; or b. a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company <p>The eligibility to participate in the respective ESOP 2022 is subject to such criteria as may be determined by the Nomination and Remuneration Committee at its discretion.</p>
d) Appraisal Process for determining the eligibility of the employees to ESOPs	The appraisal process for determining the eligibility of the Employee will be specified by the Nomination & Remuneration Committee and will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time.
e) Requirements of vesting and period of vesting	Vesting of Options would be a function of continued employment with the Company and achievement of performance criteria as specified by the Nomination & Remuneration Committee as communicated on Grant of Options. There shall be a minimum period of 1 (one) year between the Grant Date of the Options and the Vesting Date of the Options. The vesting may occur in one or more tranches, subject to the terms and conditions of vesting, as stipulated in the ESOP 2022.
f. Maximum period within which the	The maximum period of vesting shall not be later than maximum period of 4 (four years) from the date of grant.

options shall be vested													
g. Exercise price or the formula for arriving at the same	The Exercise Price per Option, subject to approval by the Nomination and Remuneration Committee, shall not be lesser than the face value of shares and not more than the Fair Market Value of the Share as on Grant Date of such options.												
h. Exercise period and process of exercise:	<p>(a) Exercise while in employment/ service:</p> <p>(i) The exercise period would commence from the date of vesting and will expire on the completion of 2 (two) years from the date of respective vesting or such period as may be determined by the committee from time to time.</p> <p>(ii) For the duly completed and valid exercise applications received upto the end of each month, the company shall allot equity shares in dematerialized mode, by the end of the subsequent month.</p> <p>(b) Exercise in case of separation from employment/ service:</p> <p>The Vested Options can be exercised by the Option Grantee as under:</p> <table><tr><th>S. No.</th><th>Events of separation</th><th>Vested Options</th><th>Unvested Options</th></tr><tr><td>1</td><td>Resignation/ termination (for any other reason apart from due to Misconduct)</td><td>All the Vested Options as on date of resignation/ termination may be exercised by the Option Grantee on or before last working day.</td><td>All the Unvested Options as on date of resignation/ termination shall stand cancelled with effect from such date of resignation/ termination.</td></tr><tr><td>2</td><td>Termination due to Misconduct</td><td>All the Vested Options at the time of such termination shall stand cancelled with effect from the date of such termination.</td><td>All the Unvested Options at the time of such termination shall stand cancelled with effect from the date of such termination.</td></tr></table>	S. No.	Events of separation	Vested Options	Unvested Options	1	Resignation/ termination (for any other reason apart from due to Misconduct)	All the Vested Options as on date of resignation/ termination may be exercised by the Option Grantee on or before last working day.	All the Unvested Options as on date of resignation/ termination shall stand cancelled with effect from such date of resignation/ termination.	2	Termination due to Misconduct	All the Vested Options at the time of such termination shall stand cancelled with effect from the date of such termination.	All the Unvested Options at the time of such termination shall stand cancelled with effect from the date of such termination.
S. No.	Events of separation	Vested Options	Unvested Options										
1	Resignation/ termination (for any other reason apart from due to Misconduct)	All the Vested Options as on date of resignation/ termination may be exercised by the Option Grantee on or before last working day.	All the Unvested Options as on date of resignation/ termination shall stand cancelled with effect from such date of resignation/ termination.										
2	Termination due to Misconduct	All the Vested Options at the time of such termination shall stand cancelled with effect from the date of such termination.	All the Unvested Options at the time of such termination shall stand cancelled with effect from the date of such termination.										

		3	Retirement	All the Vested Options as on date of retirement can be exercised by the Option Grantee immediately after, but in no event later than one year from the date of retirement unless otherwise determined by the Committee.	Pre-Listing, all the Unvested Options shall stand cancelled with effect from the date of Retirement. Post-Listing, all Unvested Options as on the date of Retirement would continue to Vest in accordance with the original Vesting schedule even after the retirement unless otherwise determined by the Nomination and Remuneration Committee in accordance with the ESOP 2022 and provisions of the Applicable Law. All aforesaid Vested Options can be Exercised within a period of one year from the date of (i) Retirement, or (ii) Vesting, whichever is later.
		4	Death	All the Vested Options as on date of death can be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than one year from the date of death.	All the Unvested Options as on the date of death shall be deemed to vest immediately and may be exercised by the Option Grantee's nominee or legal heir

					immediately after, but in no event later than one year from the date of death.
		5	Permanent Incapacity	All the Vested Options as on date of Permanent Incapacity can be exercised by the Option Grantee himself, or if the Option Grantee himself, unable to exercise due to such incapacity, nominee or legal heir immediately after, but in no event later than one year from the date of such incapacity.	All the Unvested Options as on the date of incurring such disability shall be deemed to vest immediately and may be exercised by the Option Grantee himself, or if the Option Grantee himself, unable to exercise due to such incapacity, nominee or legal heir immediately after, but in no event later than one year from the date of such incapacity.
		6	Termination due to reasons apart from those mentioned above	All the Vested Options as on the date of such termination shall stand cancelled unless otherwise decided by the Committee and such decision shall be final.	All Unvested Options on the date of such termination shall stand cancelled unless otherwise required by Applicable Laws.
i. Lock-in period, if any	The Shares arising out of Exercise of Vested Options would not be subject to any lock-in period after such Exercise except such restrictions and obligations as prescribed under the Applicable Laws and the articles of association of the Company.				
j. Maximum number of options to be granted per	The maximum number of Options under this Plan that may be granted to any identified Employee shall in aggregate not exceed 40,61,200 (Forty Lakhs Sixty One Thousand Two Hundred) or such number of options equivalents to 2.18% of the paid-up equity share capital from time to time with each such Option conferring a				

employee and in aggregate	right upon the Employees to apply for one Share in the Company in accordance with the terms and conditions as may be decided under the Plan.
k. Maximum quantum of benefits to be provided per Employee under the Plan	<p>Unless otherwise determined by the Nomination and Remuneration Committee, the maximum benefits underlying the equity shares acquired by employees pursuant to the exercise of the ESOPs will be the difference in the exercise price and the market price of the equity shares.</p> <p>Apart from grant of Options as stated above, no monetary benefits are contemplated under the ESOP 2022.</p>
l. Whether the Plan is to be implemented and administered directly by the Company or through a trust	The ESOP Plan is implemented and administered directly by the Company through the Board of directors (including Nomination and Remuneration Committee) of the Company.
m. Whether the Plan involves new issue of shares by the Company or secondary acquisition by the trust	Since the ESOP shall be granted directly to the employees (without trust route), this route would involve new/ fresh issue of shares by the Company
n. The amount of loan to be provided for implementation of the Plan by the Company to the trust, its tenure, utilization, repayment terms, etc.	Not Applicable
o. Maximum percentage of secondary acquisition (subject to	Not Applicable

limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s)	
p. Method which the company shall use to value its options	Fair Market Value” or “FMV” i.e. the value of a Share of the Company as determined by a registered valuer or an independent valuer, as required by Applicable Laws for the time being in force and appointed by the Company from time to time.
q. Conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct	Please refer point ‘h’ above.
r. Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	Please refer point ‘h’ above.
s. Statement to the effect that the company shall comply with the applicable accounting standards	The Company shall follow the relevant accounting standards as may be prescribed in terms of Section 133 of the Companies Act, 2013 and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of the SEBI (SBEB & SE) Regulations.

t. Variation of terms of the scheme	Not Applicable
u. Rationale of the variation of the terms of the scheme	Not Applicable
v. Details of the employees who are beneficiaries of such variation	Not Applicable
w. Terms & conditions for buyback, if any, of specified securities covered under these regulations.	The Nomination and Remuneration Committee shall determine the procedure for buy-back of Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

None of the Promoters, Directors or Key Managerial Personnel (as defined under the Act) and their immediate relatives are concerned or interested, financially or otherwise, except to the extent that the stock options may be granted to any of them pursuant to the ESOP 2022. The Board therefore recommends passing of the resolution as set out under **Item No. 2** of this Notice for approval of the Members as Special Resolution.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 3: Approval and adoption of the Articles of Association of the company

The Board of Directors vide their meeting held on August 12, 2025 considered and approved the alteration of the Articles of Association of the company i.e. to delete the redundant clauses of Part B (Article 167 to 192) pursuant to IPO. of the existing Articles of Association mentioned while retaining Part A of Articles of Association (Article 1 to 166) and adopt the new Articles of Association (Article 1 to 166), subject to the approval of the members of the company.



In terms of sections 5, 14 and other applicable provisions of the Companies Act, 2013, the consent of the Members by way of **Special Resolution** is required to approve the amendment in the AOA of the Company.

Accordingly, the Board of Directors recommends passing a Special Resolution as set out at **Item No.3** of this Notice, for the approval of the members.

A copy of the existing and altered Articles of Association of the Company is available for inspection at the Registered Office of the Company during business hours on all working days (except Saturdays, Sundays, and public holidays) between the e-Voting period i.e. from Saturday, 16th August, 2025 to Sunday, 14th September, 2025.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any other officials of the Company as contemplated under the provisions of Section 102 of the Act are, in any way, financially or otherwise, concerned or interested in the proposed resolution.

By the Order of the Board of Directors

For Indiqube Spaces Limited

(Formerly known as 'Indiqube Spaces Private Limited, Innovent Spaces Private Limited')

-Sd-

Pranav Ayanath Kuttiyat
Company Secretary and Compliance Officer
Membership No: A57351

Date: 12th August 2025

Place: Bengaluru

Registered Office: Plot # 53, Careernet Campus, Kariyammanna Agrahara Road,
Devarabisanahalli, Outer Ring Road, Bengaluru 560103, Karnataka, India
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