



ESCONET TECHNOLOGIES LIMITED

(Formerly known as Esconet Technologies Private Limited)

CIN: L62099DL2012PLC233739

Registered Office: D – 147, Okhla Industrial Area, Phase – 1

New Delhi – 110020

Email: cs@esc.co.in, Phone : 011-42288700

NOTICE

Notice is hereby given that the **Thirteenth (13th) Annual General Meeting** of the members of the **Esconet Technologies Limited** ("Company") will be held on Friday, September 12, 2025, at 03.00 p.m. IST via Video Conferencing ("VC") / or Other Audio-Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statement including Balance Sheet as on 31st March 2025 and Profit and Loss Account for the year ended 31st March 2025 together with the reports of Directors' and Auditors' thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statement including Balance Sheet as on 31st March 2025 and Profit and Loss Account for the year ended 31st March 2025 together with the reports of Auditors' thereon
3. **To Appoint a director in place of Mr. Santosh Kumar Agrawal (DIN 00493749) who retires by rotation and is eligible to offer himself for reappointment**

Based on the terms of appointment, executive directors and the non-executive and non-independent directors are subject to retirement by rotation. Mr. Santosh Kumar Agrawal, Managing Director, whose office of directorship is liable to retire at the ensuing AGM, being eligible, seeks reappointment as a director. The Board recommended his reappointment as a director.

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT under the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the member of the company be, and is hereby accorded to appointment of Mr. Santosh Kumar Agrawal (DIN 00493749) as a director, to the extent that he is required to retire by rotation."

SPECIAL BUSINESS:

4. **Appointment of M/s Ragini Agrawal & Associates, Practising Company Secretaries as Secretarial Auditors of the Company for a Period of 5 Years**

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

"RESOLVED THAT pursuant to provisions of Section 204 of the Companies Act, 2013 and rules made thereunder and Regulation 24A of the SEBI (LODR) Regulations, 2015 and in terms of the recommendation of the Audit Committee and subject to approval of shareholders of the Company, the consent of the Members of Company be and is hereby accorded to appoint M/s Ragini Agrawal & Associates, Practising Company Secretaries as the Secretarial Auditor of the Company for a term of five years commencing from the financial year 2025-2026 upto financial year 2029-2030 and that the Managing Director/ Whole Time Directors be and are hereby authorized to fix the remuneration in consultation with Audit Committee.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, each of the Directors of the Board and/or Chief Financial Officer and/or Company Secretary & Compliance Officer of the Company, severally, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to

such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be."

5. Approval for increasing the Managerial remuneration drawn by Mr. Santosh Kumar Agrawal, Managing Director (DIN: 00493749) of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with relevant provisions of Section II of Part II of Schedule V of the Companies Act, 2013 ('Act') and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable, the Memorandum and Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for increasing the remuneration drawn by Mr. Santosh Kumar Agrawal, Managing Director as follows, w.e.f. April 1, 2025:

a) Salary:

Rs. 54,00,000/- (Rupees Fifty-Four Lakhs only) per annum by way of Salary.

b) Incentive: 3.5% of the Profit Before Tax, without considering the stated incentive subject to maximum of upto ₹ 1,00,00,000/- (Rupee One Crore) per annum.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and are hereby authorized to revise the remuneration of Mr. Santosh Kumar Agrawal from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is in compliance with provisions of sections 196, 197, 198 of the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director and/ or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient and to sign, execute and submit all the requisite documents with the appropriate authority including filing of requisite documents with the Registrar of Companies.

RESOLVED FURTHER THAT a certified true copy of the resolution be furnished under the signature of any one Director and/or Key Managerial Personnel of the Company to the respective authorities".

6. Approval for increasing the Managerial remuneration drawn by Mr. Sunil Kumar Agrawal, Whole Time Director (DIN: 00493820) of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with relevant provisions of Section II of Part II of Schedule V of the Companies Act, 2013 ('Act') and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable, the Memorandum and Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for increasing the remuneration drawn by Mr. Sunil Kumar Agrawal, Whole Time Director as follows, w.e.f. April 1, 2025:

a) Salary:

Rs. 54,00,000/- (Rupees Fifty-Four Lakhs only) per annum by way of Salary.

b) Incentive: 3.5% of the Profit Before Tax subject to maximum of upto ₹ 1,00,00,000/- (Rupee One Crore) per annum.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and are hereby authorized to revise the remuneration of Mr. Sunil Kumar Agrawal from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is in compliance with provisions of sections 196, 197, 198 of the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director and/ or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient and to sign, execute and submit all the requisite documents with the appropriate authority including filing of requisite documents with the Registrar of Companies.

RESOLVED FURTHER THAT a certified true copy of the resolution be furnished under the signature of any one Director and/or Key Managerial Personnel of the Company to the respective authorities”.

7. Approval for increasing the Managerial remuneration drawn by Mr. Vineet Agrawal, Whole Time Director (DIN: 09603245) of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with relevant provisions of Section II of Part II of Schedule V of the Companies Act, 2013 ('Act') and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable, the Memorandum and Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for increasing and fix the remuneration drawn by Mr. Vineet Agrawal, Whole Time Director as follows, w.e.f. April 1, 2025:

a) Salary:

Rs. 6,00,000/- (Rupees Six Lakhs only) per annum by way of Salary.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and are hereby authorized to revise the remuneration of Mr. Vineet Agrawal from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is in compliance with provisions of sections 196, 197, 198 of the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director and/ or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient and to sign, execute and submit all the requisite documents with the appropriate authority including filing of requisite documents with the Registrar of Companies.

RESOLVED FURTHER THAT a certified true copy of the resolution be furnished under the signature of any one Director and/or Key Managerial Personnel of the Company to the respective authorities”.

By Order of the Board of Directors
For **ESCONET TECHNOLOGIES LIMITED**

Sd/-

Santosh Kumar Agrawal

Chairperson & Managing Director

DIN: 00493749

Place: New Delhi

Date: 01.08.2025

Registered Office:

D – 147, Okhla Industrial Area

Phase – 1, New Delhi - 110020

Tel: +91 11 42288700 ; Email: cs@esc.co.in

NOTES TO THE NOTICE:

- a) The 13th Annual General Meeting of the Company will be held on Friday, 12th September 2025 at 03.00 p.m. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) in compliance with the applicable provisions.
- b) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
- c) The Ministry of Corporate Affairs vide Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, and Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022, Circular 10/2022 dated December 28, 2022, Circular 09/2023 dated September 25, 2023 and Circular 10/2024 dated September 19, 2024 prescribing the procedures and manner of conducting the Annual General Meeting through video conferencing ("VC") or other audio-visual means ("OAVM"). Hence, members can attend and participate in the AGM through VC/ OAVM only. In terms of the said circulars, the 13th Annual General Meeting ("13th AGM" or "Meeting") of the Members of the Company will be held through VC/ OAVM, without the physical presence of the Members.
- d) 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 the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and September 19, 2024 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 voting system on the date of the AGM will be provided by CDSL.
- e) For exercising the votes by the members by electronic means, the Company has provided the facility of remote e-voting as well as e-voting during the AGM. The procedure for using the remote e-voting facility as well as e-voting during the AGM is given in the subsequent paragraphs.
- f) However, the Body Corporates are entitled to appoint Authorized Representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Body Corporates whose Authorized Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on its email Id cs@esc.co.in , a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting and through E-voting.
- g) Those Shareholders whose email IDs are not registered can get their e-mail ID's registered as follows:
 - Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
- h) 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 the following the procedure mentioned in the Notice. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
- i) The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of the quorum under Section 103 of the Companies Act, 2013 (herein after referred to as "the Act").
- j) Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before Monday, 8th September 2025 by 05:00 p.m. IST through e-mail at cs@esc.co.in to enable the Management to keep full information ready on the date of AGM.
- k) The information regarding the Director who is proposed to be appointed/re-appointed, as required to be provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued, is annexed hereto.
- l) Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and Information regarding appointment/re-appointment of Director(s) in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard – 2 on General Meetings, is annexed hereto.
- m) The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their de-mat accounts.
- n) In case of joint holders, the Member whose name appears as the first holder in the order of names as

per the Register of Members of the Company will be entitled to vote during the AGM.

- o) The Annual Report along with the Notice of AGM will be placed on the Company's website on <https://www.esc.co.in/>.
- p) In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circulars, the Notice of AGM along with Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2024-25 has been uploaded on the website of the Company at www.es.co.in. The Notice can also be accessed from the websites of the Stock Exchange i.e., NSE at www.nseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
- q) The Board of Directors have appointed M/s Ragini Agrawal & Associates, Practising Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process as well as e-voting during the AGM in a fair and transparent manner.
- r) Members are requested to notify any changes in their address / e-mail id's to the Company's Registrar & Share Transfer Agent, Skyline financial services Private Limited at, Office No. – D-153/A, 1st floor, Okhla Industrial Area, Phase -1, New Delhi - 110020.
- s) Members are requested to quote their folio no. or DP ID / Client ID, in all correspondence with the Company / Registrar and Share Transfer Agent.
- t) The Members can join the AGM through 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 for 1,000 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.
- u) 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 the Circulars issued by the Ministry of Corporate Affairs (as may be notified from time to time) 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 Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system on the date of the AGM will be provided by CDSL.

- v) The Scrutinizer shall submit his report to the Chairman of the meeting, or any person authorized by him within two working days of the conclusion of the AGM. The Results declared along with the report of Scrutinizer shall be placed on the website of the Company and on website of CDSL immediately after declaration of results by the Chairman or person authorized by him in this behalf. The Company shall simultaneously forward the results to National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.
- w) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

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

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

1. The **voting period begins on Monday, 8th September 2025 at 9:00 a.m. IST** and ends on **Thursday, 11th September 2025 at 05:00 p.m. IST**, during this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of Saturday, 6th September 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
2. Members will be provided with the facility for voting through electronic voting system during the VC proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote at the end of discussion on the Resolutions on which voting is to be held, upon announcement by the Chairman. Members who have cast their vote on Resolution(s) by remote e-voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote again on such Resolution(s). Subject to the receipt

of requisite votes, Resolutions shall be deemed to be passed on the date of the Meeting.

3. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the day of meeting.
4. 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.

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

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting 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 Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) 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 or joining virtual meeting & voting during the meeting. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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 with NSDL Depository	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

Type of shareholders	Login Method
	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 (DP)	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.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

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

Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

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

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

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the Esconet Technologies Limited on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 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.
- There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;

cs@esc.co.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. 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.
3. 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.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at

cs@esc.co.in. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.
10. 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 may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

- 1) **For Demat shareholders** -, Please update your email id & mobile no. with your respective Depository Participant (DP).
- 2) **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 21 09911

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 21 09911.

ANNEXURE TO NOTICE

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013

ITEM NO. – 4

APPOINTMENT OF M/S RAGINI AGRAWAL & ASSOCIATES AS SECRETARIAL AUDITORS OF THE COMPANY FOR A PERIOD OF 5 YEARS

The Members are informed that as per Section 204 of the Companies Act, 2013 and Regulation 24A of SEBI (LODR) Regulations, 2015, every listed company shall annex to its Annual Report a "Secretarial Audit Report" obtained from a Peer Reviewed Practicing Company Secretary. Accordingly, the Company is required to appoint Secretarial Auditors

The Company had previously appointed M/S Ragini Agrawal & Associates, Practicing Company Secretaries as Secretarial Auditors for FY 2024-2025. The Members are further informed that in terms of the amendments to SEBI (LODR) Regulations, 2015, on the basis of recommendation of Board of Directors, a listed entity shall appoint or re-appoint:

- I. an individual as Secretarial Auditor for not more than one term of five consecutive years; or
- II. a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of the shareholders of the Company in the Annual General Meeting of the Company:

Further the appointment, re-appointment or continuation of the Secretarial Auditor of the listed entity w.e.f April 1, 2025, shall be in compliance with the amended regulation 24A of the SEBI (LODR) Regulations, 2015. M/S Ragini Agrawal & Associates, Practicing Company Secretaries satisfies the criteria as set out in Regulation 24A of SEBI (LODR) Regulations, 2015.

Accordingly, it is proposed to appoint M/S Ragini Agrawal & Associates, Practicing Company Secretaries as the Secretarial Auditor of the Company for a term of five years starting from the financial year 2025-26 upto financial year 2029-2030 at a Remuneration to be Fixed by Managing Director/Whole Time Director of the Company in consultation with Audit Committee from time to time.

Disclosure under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

1.	Proposed Fee Payable for Secretarial Audit	At a Remuneration to be Fixed by Managing Director/Whole Time Director of the Company in consultation with Audit Committee from time to time.
2.	Terms of appointment	M/s Ragini Agrawal & Associates will hold office from the conclusion of the 13th Annual General Meeting till the conclusion of the 18th Annual General Meeting to conduct the secretarial audit of the Company for the financial years 2025-26 to 2029-30.
3.	Any material Change in the fee payable to auditor from that paid to the outgoing auditor along with the rationale for such change	No such change
4.	Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor (s) proposed to be appointed.	M/S Ragini Agrawal & Associates, Practicing Company Secretaries is a reputable, peer-reviewed Company Secretaries firm established in February 2019 by CS Ragini Agrawal, a seasoned Company Secretary with extensive expertise in legal, secretarial, and corporate affairs. The firm has progressively expanded its service offerings and maintains a branch office in Bangalore to serve clients across regions. Led by CS Ragini Agrawal, a Commerce Post-Graduate, Law Graduate, and Registered Trademark Attorney with over five years of experience in Company and Corporate Laws, the firm provides comprehensive corporate governance, compliance, and advisory services. CS Ragini Agrawal notably served as an advisor during the IPO of B&B Triplewall Containers Limited in 2018. The firm's core services include Secretarial Audits, Company Formation (Private, Public, OPC, Nidhi, Producer Companies), LLP Formation and Conversion, and various Company Law and Secretarial Compliance services. They also assist with FEMA compliances, auditing, and additional legal and registration services such as Trademark, GST, MSME, IEC, and FSSAI registrations.

M/s. Ragini Agrawal & Associates, Secretarial Auditors has given their consent and confirmed their eligibility for appointment as secretarial auditors of the company.

The Board at its meeting held on 9th May 2025, on the basis of the recommendation of the Audit Committee had approved the aforesaid matter, subject to approval of shareholders of the Company. Accordingly, the Board of Directors recommends the Ordinary resolution set out under Item No. 4 for approval by the members of the Company.

None of the Promoters, Directors, key managerial personnel or their relatives is concerned or interested financially or otherwise in the resolution.

ITEM NO. – 5

TO CONSIDER AND APPROVE INCREMENT IN REMUNERATION TO MR. SANTOSH KUMAR AGRAWAL, MANAGING DIRECTOR OF THE COMPANY.

Mr. Santosh Kumar Agrawal (DIN: 00493749) is holding the Position of the Managing Director of the Company.

The Board at its meeting held on **1st August 2025**, has discussed approved and recommended the increment in the payment of remuneration for Mr. Santosh Kumar Agrawal, Managing Director, for which approval of the members is required under section 197. The remuneration proposed to be paid to Mr. Santosh Kumar Agrawal has also been recommended by the Nomination and Remuneration Committee.

The remuneration proposed will be in excess of limits specified under section 197 however the same will be within the limits prescribed under Schedule V to the Companies Act, 2013.

Keeping in view, the vast experience of Mr. Santosh Kumar Agrawal, the Board of Directors has recommended the payment of remuneration from April 1, 2025, as **Rs. 54,00,000/-** (Rupees Fifty-Four Lakhs only) per annum with annual increment as may be decided by Board of directors. The annual increment will be merit-based and will also take into account the Company's performance. He will also be eligible for Incentive @ 3.5% of the Profit Before Tax, without considering the stated incentive subject to maximum of upto ₹ 1,00,00,000/- (Rupee One Crore) per annum.

The information as required under Schedule V of the Companies Act, 2013, is attached herewith. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and regulation 36(3) of the SEBI.

Accordingly, the Board of Directors recommends the Special resolution set out under Item No. 5 for approval by the members of the Company.

Except Mr. Santosh Kumar Agrawal, Mr. Sunil Kumar Agrawal, Mr. Vineet Agrawal, none of the Directors and Key

Managerial Personnel of the Company and their relatives is concerned resolution set out at Item No. 5.

ITEM NO. – 06

TO CONSIDER AND APPROVE INCREMENT IN REMUNERATION TO MR. SUNIL KUMAR AGRAWAL, WHOLE TIME DIRECTOR OF THE COMPANY.

Mr. Sunil Kumar Agrawal (DIN: 00493820) is holding the Position of the Whole Time Director of the Company.

The Board at its meeting held on **1st August 2025**, has discussed approved and recommended the increment in the payment of remuneration for Mr. Sunil Kumar Agrawal, Whole Time Director, for which approval of the members is required under section 197 of the Companies Act 2013. The remuneration proposed to be paid to Mr. Sunil Kumar Agrawal has also been recommended by the Nomination and Remuneration Committee.

The remuneration proposed will be in excess of limits specified under section 197 however the same will be within the limits prescribed under Schedule V to the Companies Act, 2013.

Keeping in view, the vast experience of Mr. Sunil Kumar Agrawal, the Board of Directors has recommended the payment of remuneration from April 1, 2025, as **Rs. 54,00,000/-** (Rupees Fifty-Four Lakhs only) per annum with annual increment as may be decided by Board of directors. The annual increment will be merit-based and will also take into account the Company's performance. He will also be eligible for Incentive @ 3.5% of the Profit Before Tax, without considering the stated incentive subject to maximum of upto ₹ 1,00,00,000/- (Rupee One Crore) per annum.

The information as required under Schedule V of the Companies Act, 2013, is attached herewith. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and regulation 36(3) of the SEBI.

Accordingly, the Board of Directors recommends the Special resolution set out under Item No. 6 for approval by the members of the Company.

Except Mr. Santosh Kumar Agrawal, Mr. Sunil Kumar Agrawal, Mr. Vineet Agrawal, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned resolution set out at Item No. 6.

ITEM NO. – 07

TO CONSIDER AND APPROVE INCREMENT IN REMUNERATION TO MR. VINEET AGRAWAL, WHOLE TIME DIRECTOR OF THE COMPANY.

Mr. Vineet Agrawal (DIN: 00493820) is holding the Position of the Whole Time Director of the Company.

The Board at its meeting held on **1st August 2025**, has discussed approved and recommended the increment in the payment of remuneration for Mr. Vineet Agrawal, Whole Time Director, for which approval of the members is required under section 197 of the Companies Act 2013. The remuneration proposed to be paid to Mr. Sunil Kumar Agrawal has also been recommended by the Nomination and Remuneration Committee.

The remuneration proposed will be in excess of limits specified under section 197 however the same will be within the limits prescribed under Schedule V to the Companies Act, 2013.

Keeping in view, the experience of Mr. Vineet Agrawal, the Board of Directors has recommended the payment of remuneration from April 1, 2025, as **Rs. 6,00,000/-** (Rupees Six Lakhs only) per annum with annual increment as decided by Board of directors. The annual increment will be merit-based and will also take into account the Company's performance.

The information as required under Schedule V of the Companies Act, 2013, is attached herewith. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and regulation 36(3) of the SEBI.

Accordingly, the Board of Directors recommends the Special resolution set out under Item No. 7 for approval by the members of the Company.

Except Mr. Santosh Kumar Agrawal, Mr. Sunil Kumar Agrawal, Mr. Vineet Agrawal, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned resolution set out at Item No. 7.

Attachment to the Explanatory Statement for item No. 5, 6 & 7

(Pursuant to the Provisions of Schedule V of the Companies Act, 2013)

The following information pertaining to Mr. Santosh Kumar Agrawal, Mr. Sunil Kumar Agrawal and Mr. Vineet Agrawal are furnished pursuant to the provisions of Schedule V to the Companies Act, 2013:

1. General Information:

A. Nature of Industry:

Esconet Technologies Limited operates within the dynamic and rapidly evolving information technology (IT) industry. This sector is characterized by its continuous innovation, extensive use of cutting-edge technologies, and its critical role in driving efficiency and growth across various other industries. The IT industry encompasses a broad range of activities including software development, IT services, consulting, hardware manufacturing, and IT-enabled services (ITES).

B. Date or expected date of commencement of commercial production: March 2012

C. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

D. Financial Performance (Consolidated) based on given indicators:

(Figures in INR Lakhs)

Particulars	Current Year FY 2024-25	Previous Year FY 2023-24
Revenue from Operations	23029.80	14054.99
Other Income	295.29	24.76
Less: Finance Cost	23325.09	178.29
Less: Depreciation & Amortization	161.21	99.13
Less: Other Expenses	22101.74	13057.46
Profit before Tax & Exceptional Items	1062.14	744.34
Exceptional Items	--	--
Profit Before Tax	1062.14	744.34
Current Tax	270.00	194.42
Past Period	-8.95	--
Deferred Tax	1.38	6.87
Profit After Tax	799.71	543.05

E. Foreign Investments and Collaborations:

The Company has not made any Foreign Investments other than day to day transactions for procurement of Raw materials and neither entered into any collaborations during the last year.

2. Information About the Appointees/ Change in Remuneration:

Particulars	Mr. Santosh Kumar Agrawal	Mr. Sunil Kumar Agrawal	Mr. Vineet Agrawal
Past Remuneration	₹ 43,20,000/-	₹ 43,20,000/-	₹ 1,80,000/-
Job Profile and Suitability	Managing Director of the Company	Whole Time Director of the Company	Whole Time Director of the Company
Proposed Remuneration	₹ 54,00,000/- and Incentive of 3.5% of Profit Before tax Upto ₹ 1 Crore	₹ 54,00,000/- and Incentive of 3.5% of Profit Before tax Upto ₹ 1 Crore	₹ 6,00,000/-
Comparative Remuneration profile with respect to industry, size of the Company, Profile of the position and person	Mr. Santosh Kumar Agrawal, as the promoter and Managing Director, has been instrumental in leading the Company since 2012. Under his leadership and supervision, the Company has seen significant growth, culminating in impressive standalone revenues of nearly ₹ 230 Crores in the last fiscal year.	Mr. Sunil Kumar Agrawal, the promoter and Whole Time Director of the Company, is responsible for overseeing the sales of the flagship product, HexaData. His efforts are instrumental in driving the company to new heights of success.	Mr. Vineet Agrawal is promoter and Whole Time Director of the Company. His efforts are instrumental in driving the company to new heights of success.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel if any	Mr. Santosh Kumar Agrawal is promoter and Managing Director of the Company, and he is Elder Brother of Mr. Sunil Kumar Agrawal, Whole Time Director of the Company and he is Father of Mr. Vineet Agrawal, Whole Time Director of the Company.	Mr. Sunil Kumar Agrawal is promoter and Whole Time Director of the Company, and he is Younger Brother of Mr. Santosh Kumar Agrawal, Managing Director of the Company.	Mr. Vineet Agrawal is Whole Time Director of the Company, and he is son of Mr. Santosh Kumar Agrawal, Managing Director of the Company.

3. Other Information: NA

Details of Directors Seeking Re-Appointment/Change In Remuneration at the Forthcoming Annual General Meeting

(Pursuant to the provisions of Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India)

Name of Directors	Mr. Santosh Kumar Agrawal (DIN: 00493749)	Mr. Sunil Kumar Agrawal (DIN: 00493820)	Mr. Vineet Agrawal (DIN: 09603245)
Date of Birth	15th July 1969	4th January 1978	28th May 1996
Date of appointment	30th March 2012	30th March 2012	25th July 2023
	Re-appointed as Managing Director with Effect from 10th September 2023	Re-appointed as Whole Time Director with Effect from 10th September 2023	
Expertise in specific functional areas/job profile	Mr. Santosh Kumar Agrawal is a second-generation entrepreneur who began his IT journey in 1997 with Electro Sales Corporation. Rooted in strong trust and values, he transformed the business in 2012 to Esconet Technologies, focusing on IT solutions, cloud computing, and fostering long-lasting relationships with clients. As a certified cloud architect and experienced IT Infrastructure Architect, Santosh is passionate about technology, data security, and disruptive innovations. He upholds the principles of integrity and excellence, ensuring the highest level of service for his clients	Sunil Kumar Agrawal, a second-generation entrepreneur, specializing in hardware and software trading. Sunil's passion for computing technology is matched only by his commitment to customer satisfaction. He views every client interaction as an opportunity to exceed expectations and create lasting connections. His well-rounded skill set also includes highly effective vendor management, reflecting a balance between strategic negotiation and cultivating positive relationship	Mr. Vineet Agrawal is promoter and Whole Time Director of the Company. His efforts and next-generation approach and methods are instrumental in driving the company to new heights of success
Qualification	B. Com, MBA	B. Com, LLB	BCA
No. of Equity Share held in the Company as on 31st March, 2025	42,36,100	31,00,823	88,473
Disclosure of relationships between directors inter-se	Mr. Santosh Kumar Agrawal is promoter and Brother of Mr. Sunil Kumar Agrawal, Whole Time Director of the Company and he is also father of Mr. Vineet Agrawal, Whole Time Director of the Company.	Mr. Sunil Kumar Agrawal is promoter and Brother of Mr. Santosh Kumar Agrawal, Managing Director of the Company.	Mr. Vineet Agrawal is Whole Time Director of the Company, and he is son of Mr. Santosh Kumar Agrawal, Managing Director of the Company
Terms & Condition of Appointment / Change in Designation along with remuneration sought to be paid	Liable to retire by rotation is now Proposed to re-appoint at a Proposed Remuneration of Rs. 54,00,000/- and he will also be eligible for Incentive @ 3.5% of the Profit Before Tax, without considering the stated incentive subject to maximum of upto ₹ 1,00,00,000/- (Rupee One Crore) per annum.	Proposed Remuneration of Rs. 54,00,000/- and he will also be eligible for Incentive @ 3.5% of the Profit Before Tax, without considering the stated incentive subject to maximum of upto ₹ 1,00,00,000/- (Rupee One Crore) per annum.	Proposed Remuneration is Rs. 6,00,000/-
Remuneration Last Drawn by such person if any	Rs. 43,20,000/-	Rs. 43,20,000/-	1,80,000/-
No. of Meeting of the Board attended during the year	5 out of 5	5 out of 5	5 out of 5
List of outside Directorship held in Public Company	NA	NA	NA
Chairman/Member of the Committee of the Board of Directors of other Public Companies	NA	NA	NA