

**ESCONET TECHNOLOGIES LIMITED***(Formerly Esconet Technologies Private Limited)***REG. OFF.:** D – 147, OKHLA INDUSTRIAL AREA, PHASE – I, NEW DELHI, INDIA – 110020**PHONE:** +91-011-42299700 | **E-MAIL:** CS@ESC.CO.IN**WEB:** WWW.ESC.CO.IN**CIN:** L62099DL2012PLC233739**NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING (EGM-02/2024-25)**

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of the **Esconet Technologies Limited** (“Company”) will be held on **Monday, 3rd February 2025**, at 03.00 p.m. IST via Video Conferencing (“VC”) / or Other Audio-Visual Means (“OAVM”), to transact the following businesses:

SPECIAL BUSINESS**ITEM NO. 1: TO CONSIDER AND APPROVE POWER TO GIVE LOANS OR INVEST FUNDS OF THE COMPANY IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013 UPTO AN AGGREGATE LIMIT OF RS. 50,00,00,000/- (RUPEES FIFTY CRORES ONLY)**

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

“RESOLVED THAT pursuant to Section 186 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with Memorandum and Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to (hereinafter called ‘the Board’ which term shall deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, upto a maximum aggregate amount of Rs. 50 crores (Rupees Fifty Crores), outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013 (presently being 60 percent of the Company’s paid-up capital, free reserves and securities premium account or one hundred percent of the Company’s free reserves and securities premium account, whichever is more), provided that the aggregate limit shall not at any time exceed Rs. 50,00,00,000/- (Rupees Fifty Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any Directors(s) of the Company be and is/are hereby severally authorized for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it to any committee of the Board, any other director(s) or officer(s) of the Company or other authorized persons to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a committee of the Board, any other director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 2: TO APPROVE MATERIAL RELATED PARTY TRANSACTION LIMITS FOR ACQUIRING MAJORITY STAKE IN FLUIDTECH IT SERVICES PRIVATE LIMITED.:

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s Policy on “Materiality of Related Party

Transactions and also on dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/arrangement(s)/transaction(s)/ Agreement with **Fluidech IT Services Private Limited**, a related party of the Company, for effecting Acquisition of 70% Stake in **Fluidech IT Services Private Limited** for an amount not exceeding in the aggregate Rs. 50,00,00,000/- (Rupees Fifty crores only), provided that the said transactions of Acquisition of Shares from Existing Shareholders of **Fluidech IT Services Private Limited** (FISPL) and Fresh Allotment of Equity Shares by Fluidech IT Services Private Limited to Esconet Technologies Limited, resulting in a post-allotment holding of 70% by Esconet Technologies Limited, are entered into/ carried out on arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it to any committee of the Board, any other director(s) or officer(s) of the Company or other authorized persons to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a committee of the Board, any other director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 3: TO APPROVE APPOINTMENT OF MR. MANOJ CHUGH (DIN:02640995) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Manoj Chugh (DIN: 02640995), who was appointed as an Additional Director of the Company, under the category of Independent Director with effect from 10th January 2025 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director (under Non-Executive category) of the Company, to hold office for a term of five consecutive years i.e., from 10th January 2025 till 9th January 2030 and not liable to retire by rotation.

RESOLVED FURTHER THAT any Director, CFO and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment.”

ITEM NO. 4 ACQUISITION OF CONTROLLING STAKE IN FLUIDECH IT SERVICES PRIVATE LIMITED BY WAY OF SWAP OF EQUITY SHARES THROUGH PREFERENTIAL ALLOTMENT.

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

“RESOLVED THAT pursuant to provisions of Section 23, 42, 62(1)(c), 186 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (‘**SEBI (ICDR) Regulations, 2018**’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘**Listing Regulations**’), the equity listing agreement entered into by the Company with National Stock Exchange of India Limited (‘**NSE**’ or ‘**Stock Exchange**’) and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (‘**SEBI**’) and the Reserve Bank of India (‘**RBI**’) and subject to such further approvals, consents, permissions and sanctions as may be necessary or required from respective regulatory or other appropriate authorities, including from NSE, SEBI and subject to such terms, conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions and consents as the case may be) and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘**the Board**’ which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, consent of the Members of the Company (‘**Members**’) be and is hereby accorded, to

authorize, create, issue, offer and allot, upto **1,02,238 (One Lakh Two Thousand Two Hundred Thirty Eight) Equity Shares** of the Company of face value of Re. 10/- (Rupee Ten) each, fully paid-up, ("**Equity Share**") at an Issue Price of **Rs. 410.72** per Equity Share (Rupees Four Hundred Ten and Seventy-Two paise Only) including a premium of Rs. 400.72 (Rupees Four Hundred and seventy-two paise Only) per Equity Share aggregating to Rs. 4,19,91,191.36 (Indian Rupees Four Crores Nineteen Lakhs Ninety One Thousand One Hundred Ninety-One Rupees and Thirty Six Paise only) on preferential allotment basis through private placement to Mr. Gaurav Gupta ("**Proposed Allottee**") being the promoter and shareholder of Fluidech IT Services Private Limited ("**FISPL**", (CIN: U72900HR2014PTC053581) for consideration other than cash i.e. in lieu of acquisition of 2800 equity shares of FISPL held by him through swapping of Equity Shares of the Company as mentioned below and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 or other applicable provisions of the law and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.

Sr. No.	Name of Proposed Allottee	% age of stake in FISPL offered for acquisition by Share Swap	No. of Shares of FISPL proposed to be transferred to Esconet Technologies Limited (" the Company ")	No. of Shares of Esconet Technologies Limited proposed to be allotted for the acquisition of FISPL Shares	Name of the Ultimate Beneficiaries/ Owners
	Category – Non-Promoter				
1.	Mr. Gaurav Gupta	28%	2,800	1,02,238	Mr. Gaurav Gupta

RESOLVED FURTHER THAT:

1. The Relevant Date for the purpose of determination of the Issue price of Equity Shares in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 be fixed as 3rd January 2025, which is 30 (thirty) days prior to the proposed date of passing of the shareholders' resolution approving the proposed preferential issue of the Equity Shares;
2. The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialised form;
3. The Equity Shares to be allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend;
4. The Equity Shares to be allotted to the Proposed Allottee shall be under lock-in as prescribed under Regulation 167 of the SEBI (ICDR) Regulations, 2018 and other applicable provisions;
5. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (fifteen) days from the date of passing of this special resolution provided that where any approval or permission by any regulatory/statutory authority or the Central Government or the Stock Exchanges including the in-principle approval from the Stock Exchanges is pending, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018; and
6. the Company shall procure the listing and trading approvals for the Equity Shares to be allotted to the Proposed Investor from the Stock Exchange(s) in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
7. Any amount arising for fractional shares shall be paid in cash to the Proposed Allottee.

RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board of Directors be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may, in its sole and absolute discretion, deem fit and expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI), Stock Exchanges and/ or such other appropriate authority may impose at the time of their approval and as may be agreed by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient including making application to the Stock Exchanges for obtaining in-principle approval, listing and trading approvals, filing of requisite documents/making declarations with the Ministry of Corporate Affairs, Securities and Exchange Board of India, Depository/(ies) or any other statutory authority or Stock Exchanges and any other deed, document, declaration as may be required under the applicable laws, and to resolve and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company and signing of all deeds and documents, as may be required, as it may in its absolute discretion deem fit and proper without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any Stock Exchanges or governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection."

ITEM NO. 5: TO APPROVE RELATED PARTY TRANSACTION LIMITS BY AND BETWEEN ESCONET SINGAPORE PTE. LTD, FLUIDECH IT SERVICES PRIVATE LIMITED, ZEACLOUD SERVICES PRIVATE LIMITED & ESCONET TECHNOLOGIES LIMITED FOR AN AMOUNT NOT EXCEEDING RUPEES 100 CRORES IN A FINANCIAL YEAR FOR A PERIOD OF 5 FINANCIAL YEAR

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with and Between **Zeacloud Services Private Limited**, Wholly Owned Subsidiary of the Company, **Esconet Singapore Pte. Ltd., Singapore**, Wholly owned Subsidiary and Related Party of the Company & **Fluidech IT Services Private Limited**, a related party and proposed Subsidiary of the Company, and **Esconet Technologies Limited**, the Company for effecting transactions/ agreements/ contacts, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company, on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof), as per the details set out in the explanatory statement annexed to this notice for 5 Years upto amount not exceeding Rupees 100 crores in an Financial Year upto 31st March 2030.

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

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it to any committee of the Board, any other director(s) or officer(s) of the Company or other authorized persons to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT, any Director and/or Chief Financial Officer of the Company be and are hereby severally authorised to agree, make, accept and finalise all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and is also hereby severally authorised to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalise, execute, modify and amend all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit.

RESOLVED FURTHER THAT all actions taken by the Board or a committee of the Board, any other director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

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

sd/-
Santosh Kumar Agrawal
Chairperson & Managing Director
DIN: 00493749

Place: New Delhi
Date: January 10, 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 CALLING EGM:

- a) The Extra Ordinary General Meeting will be held through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) in compliance with the applicable provisions and Circulars issued by the Ministry of Corporate Affairs and Securities exchange Board of India.
- b) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act'), is attached with this Notice of EGM.
- c) Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- d) In conformity with the applicable regulatory requirements, the Notice of this EGM is being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories or in case no email ids are present then through speed post or registered post at their address available with Depositories or RTA.
- e) 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.
- f) The attendance of the Members attending the EGM will be counted for the purpose of the quorum under Section 103 of the Companies Act, 2013 (hereinafter referred to as "the Act").
- g) The Corporate Members intending to authorize their representatives to attend the meeting pursuant to Section 113 of the Act are entitled to appoint Authorized Representatives to attend the EGM 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
- h) 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.
- i) Further, SEBI has mandated to update PAN and Bank particulars with the RTAs, to exercise enhanced due diligence to streamline and strengthen the procedures and processes with regard to handling and maintenance of records, transfer of securities and payment of dividend / interest / redemption by the RTAs, Issuer Companies and Bankers to Issue.
- j) Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.
- k) In the 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 EGM.
- l) The Board of Directors have appointed Mrs. Ragini Agrawal, Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process as well as e-voting during the EGM in a fair and transparent manner.
- m) Members are requested to notify any changes in their address / e-mail ids 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.
- n) Members are requested to quote their folio no. or DP ID / Client ID, in all correspondence with the Company / Registrar and Share Transfer Agent.
- o) 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 EGM. For this purpose, the Company has entered into an agreement with Central Depository Services Limited (CDSL) to facilitate voting through electronic means, as the authorized agency.
- p) Only those Members/ Shareholders, who will be present in the EGM through VC/OAVM facility and have not cast 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 in the EGM. The Members who have cast their vote by remote e-voting prior to the EGM shall not be entitled to cast their vote again.

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

The following Statement pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions, sets out all material facts relating to the business mentioned under each item of the accompanying Notice:

ITEM NO. 1:

TO CONSIDER AND APPROVE POWER TO GIVE LOANS OR INVEST FUNDS OF THE COMPANY IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013 UPTO AN AGGREGATE LIMIT OF RS. 50,00,00,000/- (RUPEES FIFTY CRORES ONLY)

In terms of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60 percent of its paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

The Company intends to Purchase, Acquire & Further Subscribe up to or equivalent to 70% of Strategic Stake in of M/s Fluidech IT Services Pvt Ltd. The Company intends to infuse further Financial Assistance by way of Acquisition of strategic Stake in M/s Fluidech IT Services Pvt Ltd.

The limit up to which the Company can grant loan to other body corporate or invest in securities of other body corporate, as per Section 186 of the Companies Act, 2013 is not exceeding 60 percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

Hence, the consent of the Members is being sought by way of a special resolution to make investment or to give loan/guarantee or provide security to other body corporation up to Rs. 50 crores (Rupees Fifty Crores), in excess of limits specified under Section 186 of the Companies Act, 2013, as set out at item No. 1 of this Notice.

Except Mr. Gaurav Gupta, Independent Director of the Company, none of the other Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any) and/or such bodies corporate to whom loans, guarantee and security being advanced/given/provided by the Company pursuant to this Special Resolution.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 1 of the Notice of Extra-Ordinary General Meeting, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a **Special Resolution**.

ITEM NO. 2

TO APPROVE MATERIAL RELATED PARTY TRANSACTION LIMITS WITH FLUIDECH IT SERVICES PRIVATE LIMITED (FISPL)

Pursuant to the applicable provision of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof (“SEBI Listing Regulations”) and the Company’s Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company (“the Policy”), all material related party transactions of the Company require prior approval of the members of the Company through ordinary resolution

The Company proposes to enter into a Agreement to Purchase Shares from Existing Shareholders and to Subscribe further Equity Shares in M/s Fluidech IT Services Private Limited. The transactions of Purchase/ Acquisition and Subscription in Equity Share in Fluidech IT Services Private Limited are expected to exceed the aforesaid material-related party limit of 10% of the annual consolidated turnover as per the last audited financial statements of the Company. The Audit Committee and the Board of Directors of the Company on 10TH January 2025 approved the proposal for entering into material related party transactions with Fluidech IT Services Private Limited, subject to the approval of the members of the Company.

Esconet Technologies Limited aims to acquire a 70% stake (Post Completion of the Acquisition) in Fluidech IT Services Private Limited (FISPL) by:

- Purchasing 2,820 equity shares from Mr. Gaurav Gupta, existing shareholder of Fluidech IT Services Private Limited in cash.
- Acquiring 2,800 equity shares via a share swap and allotting equity shares in Esconet Technologies Limited to Mr. Gaurav Gupta, existing shareholder as purchase Consideration.
- Subscribing to 4,600 fresh equity shares issued by Fluidech IT Services Private Limited.

In accordance with Regulation 23 of the SEBI Listing Regulations, “Material Related Party Transaction” means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company.

In accordance with Section 102(1) and the proviso to Section 102(2) of the Act, the nature of concern or interest financial or otherwise and the shareholding interest of every Promoter/ Director/ Key Managerial Personnel of the Company in the related parties namely Fluidech IT Services Private Limited to the extent that such shareholding is in excess of 2% is required to be disclosed.

Mr. Gaurav Gupta, an Independent director of the Company is also a director and Shareholder of Fluidech IT Services Private Limited, and his shareholding in Fluidech IT Services Private Limited is in excess of 2% of total shareholding of Fluidech IT Services Private Limited. Other than as set out herein, none of the promoters of the Company hold 2% or more of the paid-up share capital of Fluidech IT Services Private Limited.

Accordingly, the approval of the members/shareholders of the Company is being sought by way of ordinary resolution for the material transaction with Fluidech IT Services Private Limited for Acquisition/ Purchase and Subscription of stake equivalent to 70% by the Company provided that the total aggregate value of said transactions shall not exceed Rs. 50 crores (Rupees Fifty Crores) as set out in item no. 2 of this Notice, in the ordinary course of business of the Company and at arms’ length basis as per the applicable provisions of the Act and SEBI Listing Regulations.

None of the Directors and/or Key Managerial Personnel of the Company and/ or any of their respective relatives is concerned or interested, financially or otherwise, in the resolutions set out at Items No. 2 to this Notice.

The Board recommends **an ordinary resolution** set out at Item No. 2 of the notice for approval of the members of the Company.

ITEM NO. 3

THE APPOINTMENT OF MR. MANOJ CHUGH (DIN: 02640995) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Manoj Chugh holding Director Identification No. 02640995, was appointed as an Additional Director of the Company, under the category of Non-Executive Independent Director with effect from 10th January 2025, pursuant to the provisions of Sections 149, 150, 152, 160, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company.

Further, Mr. Manoj Chugh has confirmed that he is not disqualified to act as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and he is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Given his expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail services of Mr. Chugh as an Independent Director of the Company.

A brief profile of Mr. Manoj Chugh is mentioned hereunder:

Mr. Manoj Chugh is a Visionary Tech Industry Leader with an illustrious career that spans over four decades of leadership, innovation and strategic growth. He has been recognized amongst the "100 Great IITians" who stayed back and made a significant impact on India's progress. He was also recognized amongst the Top 10 who shaped the last decade of the Indian IT Industry. Mr. Manoj is currently an Independent Board member of India's leading Rating Agency- Care Ratings Ltd, an Independent Board member of Care Analytics and Advisory, the Chairperson of Manoj Chugh Advisory LLP, Principal Advisor to Singapore based Digital Research and Advisory Firm- Ecosystem and a Board Advisor to several US, India and Singapore based start-ups. He is a highly sought after Public Speaker and respected Independent Industry thought leader. Known for moderating high impact customer roundtables, he frequently engages executive audiences and provides insights on technology driven transformations. His expertise is also valued by Corporate Boards where he advises on technology strategies to drive Business Growth and Resilience.

The brief profile and areas of expertise of Mr. Chugh is annexed to the Notice as Annexure. Additional information pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, as applicable, are annexed to the Notice as Annexure. Copy of the draft Letter of Appointment of the Independent Director setting out the terms and conditions of his re-appointment is available for inspection electronically, based on the request being sent to the Company for inspection of documents.

Except Mr. Chugh being the appointee and/or his relatives, none of the other Directors / Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

In view of the above, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends Special Resolution as set out at Item No. 3 of the Notice, for approval of the Members of the Company.

ITEM NO. 4:
ACQUISITION OF CONTROLLING STAKE IN FLUIDECH IT SERVICES PRIVATE LIMITED BY WAY OF SHARE SWAP OF EQUITY SHARES THROUGH PREFERENTIAL ALLOTMENT.

The Board of Directors of the Company at its meeting held on 10th January 2025 has approved entering into a Share Purchase Agreement with Mr. Gaurav Gupta (hereinafter referred to as the “Seller”), the existing promoters and shareholders of the Target Company namely Fluidtech IT Services Private Limited, (FISPL), wherein the Company has agreed to acquire 70% Shareholding in the Target Company by issue and allotment of **1,02,238** Equity Shares of the Company through Preferential allotment in lieu of the agreed purchase consideration for acquiring 2800 Equity shares and acquiring 2820 shares by paying in cash to the seller and further agreed to subscribe 4600 fresh equity shares in the Fluidtech IT Services Private Limited.

Pursuant to the above acquisition, your Company will become the Holding Company of FISPL subject to necessary statutory/ regulatory approvals. In terms of Section 62(1)(c) read with Sections 23, 42 of the Companies Act, 2013 and rules made thereunder, and in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, 2018, the Preferential Issue requires approval of the Members by way of a special resolution. Accordingly, consent of the Members is being sought in terms of Section 23, 42 and 62 of the Act and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Regulation 163 of Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under:

1. List of Allottees for Preferential Allotment of Equity Shares:

Sr. No.	Name of Proposed Allottee Category – Non-Promoter	% age of stake in FISPL offered for acquisition by Share Swap	No. of Shares of FISPL proposed to be transferred to Esconet Technologies Limited (“the Company”)	No. of Shares of Esconet Technologies Limited proposed to be allotted for the acquisition of FISPL Shares	Name of the Ultimate Beneficiaries/ Owners
1.	Mr. Gaurav Gupta	28%	2,800	1,02,238	Mr. Gaurav Gupta

2. The amount which the company intends to raise by way of such securities: Aggregating up to Rs. 4,19,91,191.36/- (Four Crores Nineteen Lakhs Ninety-One Thousand One Hundred Ninety-One Rupees and Thirty-Six Paise Only).

3. Objects of the Preferential Issue

In terms of the Act and the SEBI ICDR Regulations, 2018, approval of the Members of the Company is being sought by way of a Special Resolution for the issuance of Equity Shares, on a preferential basis by way of a private placement.

The proposed issue of 1,02,238 Equity Shares of Rs. 10/- each on Preferential allotment basis at an Issue Price of Rs. 410.72 each amounting to Rs. 4,19,91,191.36/- (Four Crores Nineteen Lakhs Ninety-One Thousand One Hundred Ninety-One Rupees and Thirty-Six Paise Only) is being made for consideration other than cash with the object of acquiring 2800 Equity Shares of the issued, subscribed and paid-up equity share capital of FISPL from Mr. Gaurav Gupta. The following is the Equity Share Capital Structure of FISPL as shown on the date of this notice:

Category	No. of Equity Shares	Shareholding (%)
Promoter (A)	10,000	100.00
Non-Promoter (B)	0	0.00
Total(C) = (A)+(B)	10,000	100.00

Subject to the necessary statutory approvals, the Company will acquire 2800 Equity Shares of FISPL from Mr. Gaurav Gupta, the Promoter and Shareholder of FISPL in consideration of which Preferential Allotment of 1,02,238 Equity Shares of the Company would be made to Mr. Gaurav Gupta (Promoter and Shareholder of FISPL) not belonging to Promoters/ Promoter Group of the Company i.e. swap of Equity Shares of both the companies (i.e. 1,02,238 Equity Shares of Esconet Technologies Limited will be issued and allotted, for 2800 Equity Shares held by Mr. Gaurav Gupta (Seller) in Fluidtech IT Services Private Limited).

4. Tentative Timeline for acquisition

The Company will issue and allot 1,02,238 Equity Shares to the Proposed Allottee i.e. Mr. Gaurav Gupta against the acquisition of his stake in FISPL within a period of 15 (fifteen) days from the date of passing of this Special Resolution by the Members in Extra Ordinary General Meeting, provided that where any approval or permission by any regulatory/statutory authority or the Central Government or the Stock Exchanges including the in-principle approval from the Stock Exchanges is pending, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of SEBI (ICDR) Regulations, 2018.

Pursuant to the above acquisition, the Company will become the Holding Company of FISPL subject to necessary statutory/ regulatory approvals.

The guidelines prescribed by NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, for disclosing the Object of the Issue is Not Applicable since the Preferential Issue is for consideration other than cash.

5. Maximum number of specified securities to be issued:

Upto 1,02,238 Equity Shares Only/-) ("Equity Shares") on a preferential basis of face value of Rs. 10/- each at issue price of 410.72 including a premium of Rs. 400.72 per share.

6. Pricing/ Basis on which the price of the Preferential Issue has been arrived at

- As required under Regulation 163 (3) of the SEBI (ICDR) Regulations, 2018, the valuation of Equity Shares of Esconet Technologies Limited and has been done by Mr. Gaurang Agarwal, IBBI Registered Valuer- Securities and Financial Assets, (Registration No IBBI/RV/06/2021/14187) sbeing an Independent Registered Valuer and valuation of Equity Shares of Fluidech IT Services Private Limited has been done by Mr. Saurobh Kumar Barick, IBBI Registered Valuer- Securities and Financial Assets (Registration No IBBI/RV/11/2019/12454), to enable the companies to determine the swap ratio of Equity Shares of both the Companies vide report (the "Valuation Report") dated 10th January 2025. Accordingly, the Fair Value of Equity Shares of **Esconet Technologie Limited** is **Rs. 410.72/-** per Equity Share and the Fair Value of equity shares of **Fluidech IT Services Private Limited** is **Rs. 14996.92/-** per equity share. The Valuation Report so obtained from the Independent Registered Valuer is available in the "Investor Corner" tab on the website of the Company.

- The Equity Shares of the Company are listed on National Stock Exchange of India Limited ("NSE") ("Stock Exchange"). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018. In terms of Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price shall not be less than higher of the following:

- A. Rs. 410.72 - the 90 trading days volume weighted average price of the equity shares of the Company quoted on the NSE preceding the Relevant Date; or
- B. Rs. 353.05 - the 10 trading days volume weighted average price of the equity shares of the Company quoted on NSE preceding the Relevant Date.

Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) read with Regulation 161 of Chapter V of the SEBI (ICDR) Regulations, 2018 is Rs. 410.72/- each.

- Method of determination of price as per the Articles of Association of the Company - The Articles of Association of the Company do provide that the further issue of capital shall be in accordance with the Valuation Report.

Accordingly, based on the Valuation Report provided by the Independent Registered Valuer as per Regulation 163 (3) of the SEBI (ICDR) Regulations, 2018 in sub point A above and valuation calculated as per Regulation 164 (1) of Chapter V of the SEBI (ICDR) Regulations, 2018 in sub point B above, the minimum issue price of the Equity Shares of the Company on Preferential basis is Rs. 410.72 (Face Value of Re. 10/- each + Premium of Rs. 400.72). Accordingly, the proposed issue price shall be equal to or more than the price determined under the Articles of Associations of the Company read with Regulation 164 and other applicable provisions of the SEBI (ICDR) Regulations, 2018.

Hence, based on the above, the Board of Directors of the Company has decided the issue price of Equity Shares of the Company on a Preferential basis will be at a price of **Rs. 410.72** (Face Value Rs. 10/- each + Premium Rs. 400.72).

Further, the Board of Directors of the Company have considered the Fair Value of Equity Shares of Fluidech IT Services Private Limited as Rs. 14996.92/- each for the purpose of swapping equity shares, as per Valuation report of Mr. Saurobh Kumar Barick, IBBI Registered Valuer- Securities and Financial Assets (Registration No IBBI/RV/11/2019/12454).

7. Relevant date with reference to which the price has been arrived at

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares with reference to the proposed allotment is **3rd January 2025** (being the weekend falling on 4th January 2025), 30 days prior to 3rd February 2025 (i.e., the date on which the Extra Ordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue).

As per Provision of Regulation 161 of the SEBI (ICDR) Regulations, 2018, Where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date.

8. The class or classes of persons to whom the allotment is proposed to be made

The proposed preferential allotment of Equity Shares is made to Individual belonging to Non-Promoters category.

9. Intention of promoters, directors or key managerial personnel or senior management of the issuer to subscribe to the offer

None of the existing directors, promoters or key managerial personnel or senior management of the Company, except Mr. Gaurav Gupta, Independent Director of the Company, being the existing shareholder and Promoter of Fluidech IT Services Private Limited (The seller), have shown their intention to subscribe to the proposed Preferential Issue of Equity Shares.

10. The change in control if any in the company that would occur consequent to the preferential offer

The proposed Preferential Allotment of Equity Shares will not result in any change in the management and control of the Company. However, the percentage of post preferential issue capital that will be held by the Investor Non-Promoter category shall be 0.77%.

11. Time frame within which the preferential allotment shall be completed

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares within a period of 15 (fifteen) days from the date of passing of this Special Resolution by the Members in Extra Ordinary General Meeting, provided that where any approval or permission by any regulatory/statutory authority or the Central Government or the Stock Exchanges including the in-principle approval from the Stock Exchanges is pending, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of SEBI (ICDR) Regulations, 2018.

12. Shareholding pattern before and after Preferential Issue would be as follows:

S.No	Category	Pre-Issue		Proposed Allotment of Equity Shares	Post-issue Equity Shareholding	
		No. of Shares held	%		No. of Shares held	%
A.	Promoters' holding					
	Indian					
1	Individual	80,26,196	61.30	0	80,26,196	60.82
2	Body Corporate	0	0.00	0	0	0.00
3	Others - HUF	0	0.00	0	0	0.00
	Sub Total	80,26,196	61.30	0	80,26,196	60.82
1	Foreign Promoters	0	0.00	0	0	0.00
	Sub Total	0	0.00	0	0	0.00
	Total Promoters Holding (A)	80,26,196	61.30	0	80,26,196	60.82
B.	Non-Promoters' holding					
1	Institutional Investors	15,200	0.12	0	15,200	0.11
2	Non-Institution:					
	Body Corporate	2,54,747	1.95	0	2,54,747	1.93
	Individuals	42,65,657	32.58	1,02,238	43,67,895	33.10
	HUF/ AOP/ firms etc.	2,77,400	2.12	0	2,77,400	2.11
	Other (Including NRIs, Clearing Members & IEPF)	2,54,800	1.95	0	2,54,800	1.93
	Total Non-Promoters Holding (B)	50,67,804	38.70	1,02,238	51,70,042	39.18
	Grand Total (A+B)	1,30,94,000	100.00	1,02,238	1,31,96,238	100.00

13. Consequential Changes in the Voting Rights

Voting rights will change according to the change in the shareholding pattern mentioned above.

14. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues:

S. No.	Name of the Proposed Allottees	Category	Identity of the natural persons who are the ultimate beneficial owners of the shares of the proposed allottee and/or who ultimately control the proposed allottee	Pre-issue Equity Shareholding		No. of Equity Shares proposed to be allotted	Post-issue Equity Shareholding	
				No. of Shares	%		No. of Shares	%
1	Mr. Gaurav Gupta	Non-Promoter (Public)	Mr. Gaurav Gupta	0	0.00	—	1,02,238	0.77%

15. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:

The Company has already made an allotment of 7,34,000 Equity Shares to 31 persons and 2,13,600 Warrants Convertible into equity Shares to 5 Persons Belonging to Non-Promoters at an issue/ Exercise price of Rs. 345/- Per Equity Share/ Warrants Convertible into equity Shares as per Valuation Report obtained from the Registered Valuer during the Year.

16. The justification for the allotment proposed is to be made for consideration other than cash together with the valuation report of the Registered Valuer:

The Company is issuing Equity Shares to Mr. Gaurav Gupta (Proposed Allottee) on a preferential basis for consideration other than cash and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 in lieu of acquisition of 2800 Equity Shares of Fluidech IT Services Private Limited by the Company. Considering the Valuation Report, the Board of Directors of the Company has approved and passed the resolution for issue of 1,02,238 Equity Shares at price of Rs. 410.72 against 2800 Equity Shares of Fluidech IT Services Private Limited to Mr. Gaurav Gupta, Promoter and Shareholder of Fluidech IT Services Private Limited. Any fractional share arising thereof below .50 shall be neglected.

17. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter:

Non-promoter

18. Undertakings:

The Company undertakes that:

- None of the Promoters of the Company or the members of the Promoter Group of the Company or directors of the Company are a fugitive economic offender or a wilful defaulter or a fraudulent borrower.
- They shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
- As the Equity Shares of the Company have been listed for a period of more than 90 (ninety) trading days as on the Relevant Date, the provisions of Regulation 164(3) and Regulation 167(5) of SEBI (ICDR) Regulations, 2018 governing re-computation of price shall not be applicable.
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.
- The Company does not have any outstanding dues to SEBI, the stock exchanges or the depositories.
- The Company is in compliance with the conditions of continuous listing of equity shares as specified in the Listing Agreement with the Stock Exchanges and the Listing Regulations.
- The Company has obtained the Permanent Account Numbers of the Proposed Allottee
- The Company will make an application to Stock Exchanges to seek their in-principle approval for the Preferential Issue.
- The Proposed Allottee is not a 'qualified institutional buyer'
- In accordance with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India
- The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so, if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.

19. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations, 2018

Disclosure is not applicable in the present case as neither the Proposed Allottee, the beneficial owners of Proposed Allottee nor the Company, its promoters and directors are willful defaulters or fraudulent borrowers.

20. Name and the address of the Registered Valuer who performed valuation-

For Esconet Technologies Limited: Mr. Gaurang Agrawal, Securities and Financial Assets, IBBI Registration No.: IBBI/RV/06/2021/14187, Address: B-10, Kamla Nagar, Agra, Uttar Pradesh-282005, Contact No: - +91-9557128779, Email: - ca.gaurang2017@gmail.com.

For Fluidech IT Services Private Limited: Mr. Saurobh Kumar Barick, IBBI Registered Valuer- Securities and Financial Assets, IBBI Registration No IBBI/RV/11/2019/12454, Address: Anandlok, Block-A, 2nd Floor, Room No.-207, 227-A.J.C Bose Road, Kolkata-700020, West Bengal, India, Contact No.: +91-6207985632, Email: saurobhbarick@gmail.com.

21. Practicing Company Secretary' Certificate

A copy of the certificate from a Practicing Company Secretary certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be available for inspection by the members. This certificate will be also placed on the "Investor Hub" tab on the website of the Company at the following link: <https://www.esc.co.in/general-meetings>.

22. Lock-in period

The aforesaid allotment of Equity Shares on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

23. Material Terms of Issue of Equity Shares

The Company is issuing the below-mentioned shares to the proposed allottee in exchange for their below-mentioned shareholding in the Target Company i.e. Fluidech IT Services Private Limited at an Issue Price of Rs. 410.72 each including Premium of Rs. 400.72 each:

Sr. No.	Name of Proposed Allottee Category – Non-Promoter	% age of stake in FISPL offered for acquisition by Share Swap	No. of Shares of FISPL proposed to be transferred to Esconet Technologies Limited ("the Company")	No. of Shares of Esconet Technologies Limited proposed to be allotted for the acquisition of FISPL Shares	Name of the Ultimate Beneficiaries/ Owners
1.	Mr. Gaurav Gupta	28%	2,800	1,02,238	Mr. Gaurav Gupta

24. Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018

It is hereby declared that neither the Proposed Allottee, the beneficial owners of Proposed Allottee, nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottee, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

25. Particulars of the offer, Kinds of Securities Offered, Price of the Securities Offered including date of passing of Board resolution

Issue of 1,02,238 Equity Shares of Face Value of Rs.10/- each at an issue price of Rs. 410.72/- each including premium of Rs. 400.72/- each on a preferential basis for consideration other than cash. The date for passing Board Resolution for aforesaid Preferential Issue is 10th January 2025.

26. The amount which the company intends to raise by way of such securities:

Equity Shares are being issued and allotted for consideration other than cash as a part of the consideration payable for the acquisition as mentioned above. The value of Consideration other than cash has been derived on the basis of valuation report obtained from an independent registered valuer.

27. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects

No contribution is being made by the existing promoters or directors either as part of the offer or separately in furtherance of objects.

28. Principle terms of assets charged as securities: Not Applicable

29. Interest of the Promoters/ Directors

Except Mr. Gaurav Gupta, Independent Director of the Company, none of the other existing Promoters, Director(s), Key Managerial Personnel and their relatives of the Company is, in any way, directly or indirectly concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding, if any.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 4 of this Notice for the approval of the Members by way of passing a **Special Resolution**.

ITEM NO. 5
TO APPROVE RELATED PARTY TRANSACTION LIMITS BY AND WITH ESCONET SINGAPORE PTE. LTD., FUIDECH IT SERVICES PRIVATE LIMITED, ZEACLOUD SERVICES PRIVATE LIMITED & ESCONET TECHNOLOGIES LIMITED FOR AN AMOUNT NOT EXCEEDING RUPEES 100 CRORES IN A FINANCIAL YEAR FOR A PERIOD OF 5 FINANCIAL YEAR

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity.

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

The Audit Committee has, on the basis of relevant details provided by the management, as required by law, at its meeting held on January 10, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

INFORMATION REQUIRED UNDER REGULATION 23 OF SEBI LISTING REGULATIONS READ WITH SEBI CIRCULAR IS PROVIDED BELOW:

Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
Particulars	Details
Name of the related parties and their relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	- Esconet Technologies Limited, Parent Company - Fluidech IT Services Private Limited, (Related Party, proposed to be acquired as Subsidiary Company) - Esconet Singapore Pte. Ltd., Singapore (Wholly Owned Subsidiary) - Zeacloud Services Private Limited (Wholly Owned Subsidiary)
Type, tenure, material terms and particulars	The Company, its subsidiaries, propose entering into the following Related Party Transactions: - Purchase / sale / transfer / exchange / lease of business assets including land, property, plant and equipment, Intangible assets, transfer of technology, share, stock, bond, debentures, etc. to meet the business objectives and requirements, in India or outside India. - Availing or rendering of any services in the normal course of Business. Please note that the material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/extant market conditions and commercial terms as on the date of entering into the contract(s).
Tenure of the proposed transaction (particular tenure shall be specified)	The period may not exceed five years, ending on March 31, 2030.
Value of the Proposed transactions	The Board of Directors Expects that the transactions will not exceed Rs. 100 Crores in any Financial Year for a period of Upto 5 Years.
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, represents the value of the proposed transaction	NA
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
1. details of the source of funds in connection with the proposed transaction;	
2. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, - nature of indebtedness; - cost of funds; and - tenure;	Not Applicable
3. applicable terms, including covenants, tenure, interest	Not Applicable

rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
4. the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
Justification as to why the RPT is in the interest of the listed entity	Esconet Singapore Pte. Ltd., Fluidech IT Services Private Limited, Zeacloud Services Private Limited, and Esconet Technologies Limited are integral to the growth and operational efficiency of the listed entity. These transactions are in the best interest of the company, as outlined below: 1- Each of the related entities operates in a distinct domain and possesses unique expertise and Esconet aims to Leveraging Expertise Across Domains. 2- The collaboration with these entities will allow the company to optimize operations through advanced IT services and cloud-based solutions, enhance product offerings with state-of-the-art hardware and software integration and expand market reach through international partnerships and strategic alliance. 3- The RPTs are strategically aligned with the company's objective to expand its manufacturing facilities, strengthen its sales and support workforce, and explore new market opportunities. The expertise of the related entities will facilitate this growth by providing tailored solutions, technical support, and strategic insights. 4- The proposed transactions are mutually beneficial and will create long-term value for all stakeholders by fostering collaboration and innovation across related entities.
Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Gaurav Gupta, Being Independent Director on the Board of Esconet Technologies Limited and also Promoter and Director of Fluidech IT Services Private Limited and their relatives are interested and are related Party.
Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 5. Mr. Gaurav Gupta, Independent Director and his relatives to the extent of their shareholding interest, is deemed to be interested in or concerned in the said resolution.

The Board of Directors and Audit Committee recommends the resolution set out at Item Nos. 5 of the Notice for approval of the members of the Company. None of the other Directors except mentioned above or key managerial personnel or their relatives, in any way, concerned or interested in the resolution.

ANNEXURE TO THE NOTICE CALLING EGM

BREIF PROFILE OF DIRECTOR SEEKING APPOINTMENT AT EXTRA ORDINARY GENERAL MEETING IN PURSUANCE OF PROVISIONS OF THE COMPANIES ACT, 2013, AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Name of the Director	Mr. Manoj Chugh														
Category & Designation	Non-Executive Independent Director														
Director Identification Number	02640995														
Date of Birth (Age)	Date of Birth: 29 th May 1960 Age: 64 Years														
Date of appointment on the Board	10 th January 2025														
Educational Qualification	IIT Kharagpur														
Experience & Expertise	Mr. Manoj Chugh is a Distinguished Alumnus of IIT Kharagpur. He is an Information and Communications Technology Industry expert, with a pioneering career spanning over 41 years, he catalyzed the building of the Internet and Information Infrastructure of India. Recently, he has been named in a seminal book, to be amongst the “100 Great IITians” who stayed back in India and contributed significantly to the Country’s progress. He played a leading role in bringing together key building blocks of the technology infrastructure which serve as the foundation that has enabled India to leapfrog and leverage Digital Transformation for Public Good. He has managed and led businesses to achieve pole position, across Technology & Services domains with both Indian and Global Majors. He worked at various leadership positions in the past with Mahindra Group, EMC Corp, CISCO Systems India etc. He is currently the Chairperson of Manoj Chugh Advisory LLP.														
Directorships held in other companies/ Partnership in Other LLP’s and excluding foreign companies as of the date of this Notice.	- Care Analytics And Advisory Private Limited - Care Ratings Limited - Manoj Chugh Advisory LLP - Amity University, Member – Governing Board														
Memberships/ Chairmanships of Committees across companies	<table border="1"> <thead> <tr> <th>Sr. No.</th><th>Name of the Company</th><th>Name of Committees of which a Chairman</th><th>Name of Committees of which a Member</th></tr> </thead> <tbody> <tr> <td>1.</td><td>Care Ratings Limited</td><td>Risk Management Committee</td><td>Technology Committee</td></tr> <tr> <td></td><td></td><td></td><td></td></tr> </tbody> </table>			Sr. No.	Name of the Company	Name of Committees of which a Chairman	Name of Committees of which a Member	1.	Care Ratings Limited	Risk Management Committee	Technology Committee				
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1.	Care Ratings Limited	Risk Management Committee	Technology Committee												
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to any Director or Key Managerial Personnel of the Company.														
Shareholding (%) in the Company	Nil														
Remuneration last drawn (FY 22-23)	NA														
Details of remuneration sought to be paid	Sitting fees for attending meetings of the Board or Committees thereof (if any), reimbursement of expenses for participating in the Board and other meetings and commission as may be recommended by the Board, if any within the limit stipulated under the Companies Act 2013 and Rules Framed thereunder read with Regulations framed by SEBI in this behalf..														
Terms and Conditions of appointment / reappointment	As per the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment Letter of the Company, Appointment as a Non-Executive Independent Director for a period of 5 years with effect from 10 th January 2025.														
Number of Board meeting attended during the year	NA														
Name of the listed entities and other entities from which the director has resigned or cease to be Director in the past three years	Listed Entities: Nil Other Entities: - Agriculture Skill Council Of India (Date Of Cessation - 23/11/2023) - Mahindra Defence Systems Limited (Date of Cessation - 22/04/2023)														
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He has the following skills required as an Independent Director: - Leadership and Board Experience - Global Business Perspective - Technology - Business Strategy - Governance - People and Talent Understanding														

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING 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 29TH January 2025 at 9:00 a.m. IST** and ends on **2nd February 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 of 27th January 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. Shareholders who have already voted prior to the meeting date would not be entitled to vote on the day of the meeting.
3. 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.
4. 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	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. 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. 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. 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	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. 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 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.

The shareholders should log on to the e-voting website www.evotingindia.com.

Click on “Shareholders” module.

Now enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and have logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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 entering 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.

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

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

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact CDSL 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.