ENSER COMMUNICATIONS LTD.
(formerly known as Enser Communications Pvt. Ltd.)
CIN: L64200MH2008PLC182752

September 07, 2026

To,

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C/1, G Block,
Bandra - Kurla Complex,
Bandra (East) Mumbai -400051

SYMBOL: ENSER
ISIN No.: INE0R9I01021

Sub: Intimation of Notice for the 18th Annual General Meeting (AGM) of the Company.

Dear Sir/Ma'am,

Please find enclosed herewith the Notice of the 18th Annual General Meeting ('AGM') of Enser Communications Limited ('Company') scheduled to be held on Tuesday, September 29, 2026 at 3.00 p.m. (IST) through Video Conference (VC)/Other Audio Visual Means (OAVM), to transact the businesses as set out in the Notice of the AGM. The said Notice also forms part of the Annual Report of the Company for the Financial Year 2025- 26.

The Notice of the AGM is also available on the website of the Company at www.enser.co.in.

You are requested to take the same on your records.

Thanking You,

Yours faithfully,
For **Enser Communications Limited**
(formerly known as Enser Communications Private Limited)
ALISHA SARASWAT
Digitally signed by ALISHA SARASWAT
Date: 2026.09.07 17:50:26 +05'30'
Alisha Saraswat
Company Secretary & Compliance Officer

Encl: as above

NOTICE OF 18TH ANNUAL GENERAL MEETING

Notice is hereby given that the 18th ANNUAL GENERAL MEETING of the Members of **ENSER COMMUNICATIONS LIMITED** (formerly Enser Communications Private Limited) will be held on **Tuesday, September 29, 2026 at 3:00 P.M.(IST)** through video conferencing ("VC") or other audio-visual means ("OAVM"), to transact the following business(es):

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2026, together with the Report of the Board of Directors and the Auditors' thereon.

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

"RESOLVED THAT the audited Financial Statements of the Company (Standalone & Consolidated), the report of the auditor's thereon and the report of the Board of Directors for the Financial Year ended March 31, 2026, as placed before the members at the 18th Annual General Meeting be and are hereby received, considered and adopted.

RESOLVED FURTHER THAT the Board of Directors and/or KMP of the Company, be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

2. To appoint a director in place of Mr. Rajnish Sarna (DIN 02093291) who retires by rotation, and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rajnish Omprakash Sarna (DIN 02093291), who retires by rotation, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or KMP of the Company, be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

SPECIAL BUSINESS:

3. Approval for payment of managerial remuneration exceeding the limits prescribed under Section 197 of the Companies Act 2013.

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the rules made thereunder, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and subject to such approvals, permissions, sanctions and consents as may be required, the consent of the Members of the Company be and is hereby accorded for payment of managerial remuneration to the Managing Director(s), Whole-time Director(s) and/or Manager(s) of the Company, notwithstanding that:

(i) the remuneration payable to any one Managing Director, Whole-time Director or Manager may exceed 5% of the net profits of the Company in any financial year;

(ii) the aggregate remuneration payable to all Managing Director(s), Whole-time Director(s) and Manager(s) taken together may exceed 10% of the net profits of the Company in any financial year; and

(iii) the total managerial remuneration payable to all Directors of the Company, including Managing Director(s), Whole-time Director(s) and Manager(s), may exceed 11% of the net profits of the Company in any financial year, up to such maximum percentage of the net profits as may be determined by the Board of Directors from time to time, subject to the applicable provisions of the Companies Act, 2013, including Schedule V thereto, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the remuneration payable to the Managing Director(s), Whole-time Director(s) and/or Manager(s) shall be determined and paid in accordance with the terms and conditions approved by the Board of Directors and/or the Members of the Company, as applicable, and shall at all times remain subject to the applicable provisions of the Act, Schedule V thereto and the SEBI Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps, actions and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

4. To approve payment of Remuneration to Mr. Rajnish Omprakash Sarna as Chairman & Managing 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 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendation of the Nomination & Remuneration Committee and Board of Directors (hereinafter referred to as the 'Board') of the Company, and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Rajnish Omprakash Sarna, Chairman & Managing Director of the Company, during the period commencing from 1st September, 2026 and ending on 11th September, 2028 (being the balance of his five (5)-year tenure approved by the Members vide resolution dated 12th September, 2023), as detailed in the Explanatory Statement attached hereto, comprising:

(i) a fixed component of remuneration, which shall be paid to Mr. Rajnish Omprakash Sarna in each financial year falling within the aforesaid period, irrespective of whether the Company has adequate profits, inadequate profits, or incurs a loss in that financial year; and

(ii) as minimum remuneration in the event of absence of profits and/or inadequacy of profits or otherwise, notwithstanding that such remuneration may exceed the limits specified under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to vary, alter and modify the terms and conditions of appointment including remuneration structure of Mr. Rajnish Omprakash Sarna within the limits approved by the Members.

RESOLVED FURTHER THAT the Board (or any duly constituted Committee of the Board), be and is hereby authorized to do all such acts, deeds, matters and things as maybe deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto."

5. To approve payment of Remuneration to Mr. Harihara Subramanian Iyer as Whole Time 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 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendation of the Nomination & Remuneration Committee and Board of Directors (hereinafter referred to as the 'Board') of the Company, and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Harihara Subramanian Iyer, Whole Time Director of the Company, during the period commencing from 1st September, 2026 and ending on 11th September, 2028 (being the balance of his five (5)-year tenure approved by the Members vide resolution dated 12th September, 2023), as detailed in the Explanatory Statement attached hereto, comprising:

(i) a fixed component of remuneration, which shall be paid to Mr. Harihara Subramanian Iyer in each financial year falling within the aforesaid period, irrespective of whether the Company has adequate profits, inadequate profits, or incurs a loss in that financial year; and

(ii) as minimum remuneration in the event of absence of profits and/or inadequacy of profits or otherwise, notwithstanding that such remuneration may exceed the limits specified under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to vary, alter and modify the terms and conditions of appointment including remuneration structure of Mr. Harihara Subramanian Iyer within the limits approved by the Members.

RESOLVED FURTHER THAT the Board (or any duly constituted Committee of the Board), be and is hereby authorized to do all such acts, deeds, matters and things as maybe deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto."

6. To approve payment of Remuneration to Mrs. Gayatri Sarna as Whole Time 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 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendation of the Nomination & Remuneration Committee and Board of Directors (hereinafter referred to as the 'Board') of the Company, and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mrs. Gayatri Sarna, Whole Time Director of the Company, during the period commencing from 1st September, 2026 and ending on 11th September, 2028 (being the balance of his five (5)-year tenure approved by the Members vide resolution dated 12th September, 2023), as detailed in the Explanatory Statement attached hereto, comprising:

(i) a fixed component of remuneration, which shall be paid to Mrs. Gayatri Sarna in each financial year falling within the aforesaid period, irrespective of whether the Company has adequate profits, inadequate profits, or incurs a loss in that financial year; and

(ii) as minimum remuneration in the event of absence of profits and/or inadequacy of profits or otherwise, notwithstanding that such remuneration may exceed the limits specified under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to vary, alter and modify the terms and conditions of appointment including remuneration structure of Mrs. Gayatri Sarna within the limits approved by the Members.

RESOLVED FURTHER THAT the Board (or any duly constituted Committee of the Board), be and is hereby authorized to do all such acts, deeds, matters and things as maybe deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto."

By the order of the Board

For **Enser Communications Limited**

(formerly Enser Communications Private Limited)

Sd/-

Alisha Saraswat (M. No. A79732)

Company Secretary & Compliance Officer

Place: Gurugram

Date: 03rd September, 2026

IMPORTANT NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") vide its latest General Circular No. 03/2025 dated September 22, 2025, and other circulars issued in this respect ("MCA Circulars") allowed, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM"), in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations"). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 18th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 18th AGM shall be the Registered Office of the Company.

2. 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. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. 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, 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, Central Depository Services (India) Limited (CDSL) will be providing facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as on the date of the AGM will be provided by Central Depository Services (India) Limited (CDSL).

6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed.

7. The Register of Members and Share Transfer Books shall remain closed from Wednesday, 23rd September 2026 to Tuesday, 29th September, 2026 (Both days inclusive) for the purpose of annual closing and for the 18th Annual General Meeting of the Company.

8. The Company has appointed M/s Neena Ashish Deshpande a Practicing Company Secretary, as Scrutinizer to scrutinize the remote e-voting process and through poll at the Annual General Meeting in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for same purpose.

9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.enser.co.in . The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting and venue voting facility) i.e. - www.evotingindia.com.

10. A copy of the Financial Statements along with the Auditor's Report, Board's Report and such other matters necessary for the shareholders is annexed to the notice in the Annual Report. Electronic copy of the Annual Report for 2025-26 is being sent to all the Members whose e-mail addresses are registered with the Company / Depository Participants(s) for communication. The Annual Report may also be accessed on the Company's Corporate Website i.e., www.enser.co.in.

INSTRUCTIONS FOR ATTENDING THE E-AGM AND E-VOTING ARE AS FOLLOWS:

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

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

(i) The voting period begins on 26th September 2026 at 9:00 AM and ends on 28th September 2026 at 5:00 PM. 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 22nd September 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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

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

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

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

(iv) 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. 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 cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) 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 cdsl website www.cdslindia.com and click on login & My Easi New (Token) 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
	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
	4)	For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider 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.
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 21 09911
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.

(v) 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,

   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) 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.

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

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) 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.

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

(xii) 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.

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

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

(xv) 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.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to crutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login 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 at the email address viz csneenadeshpande@gmail.com and to the Company at the email address viz; compliance@enser.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/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM 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/EGM.
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 **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance@enser.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance@enser.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/EGM 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 EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/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 Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

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

3. **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.

1. The Board has appointed M/s Neena Ashish Deshpande, Company Secretary as the Scrutinizer to scrutinize the process of e-voting. Detailed instructions for attending the AGM and also for e-voting are annexed.

2. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remotee-Voting (votes cast during the AGM and votes cast prior to the AGM) and make, within Two working days of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favor or against, if any, and submit the same to the Chairman or a person authorised by him in writing who shall countersign the same.

3. The results declared along with the Scrutiniser's Report shall be placed on the website of the Company www.enser.co.in and on the website of CDSL www.evotingindia.com immediately. The Company shall simultaneously communicate the results to National Stock Exchange of India Limited, where the shares of the Company are listed.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No.3 Approval for payment of managerial remuneration exceeding the limits prescribed under Section 197 of the Companies Act 2013.

The Members are informed that Section 197 of the Companies Act, 2013 ("Act") prescribes the overall maximum managerial remuneration payable by a public company and also prescribes individual and aggregate limits in respect of remuneration payable to Managing Director(s), Whole-time Director(s) and Manager(s).

In terms of Section 197(1) of the Act, the total managerial remuneration payable by a public company to its directors, including Managing Director(s), Whole-time Director(s) and Manager(s), in respect of any financial year shall not exceed 11% of the net profits of the Company for that financial year, computed in accordance with Section 198 of the Act.

Further, except with the approval of the Members by way of a Special Resolution, the remuneration payable to any one Managing Director, Whole-time Director or Manager shall not exceed 5% of the net profits of the Company, and where there is more than one such managerial personnel, the remuneration payable to all such persons taken together shall not exceed 10% of the net profits of the Company.

The Company proposes to obtain the approval of the Members by way of a Special Resolution to enable the Company to pay managerial remuneration to its Managing Director(s), Whole-time Director(s) and/or Manager(s), as may be applicable from time to time, notwithstanding that such remuneration may exceed the aforesaid statutory limits of 5%, 10% and 11%, subject to the applicable provisions of the Act, Schedule V thereto and the SEBI Listing Regulations.

In particular, the proposed approval will enable the total managerial remuneration payable to all Directors of the Company, including Managing Director(s), Whole-time Director(s) and Manager(s), to exceed 11% of the net profits of the Company, up to such maximum percentage of the net profits as may be determined by the Board of Directors from time to time, subject to the applicable provisions of the Act, Schedule V thereto and the SEBI Listing Regulations.

The proposed approval is intended to provide the Company with the necessary flexibility to determine and structure managerial remuneration commensurate with the responsibilities, duties, performance, experience, expertise and contribution of the managerial personnel, as well as the business requirements and financial position of the Company, while ensuring compliance with the applicable statutory and regulatory provisions.

The net profits for the purpose of determining the aforesaid limits shall be computed in accordance with the provisions of Section 198 of the Act.

Except the Managing Director(s), Whole-time Director(s) and/or Manager(s) of the Company, to the extent applicable, and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board considers the proposed resolution to be in the best interests of the Company recommends the same for approval of the members as Special Resolution.

Item No. 4 To approve payment of Remuneration to Mr. Rajnish Omprakash Sarna as Chairman & Managing Director of the Company.

Mr. Rajnish Omprakash Sarna (DIN: 02093291) was appointed as Chairman & Managing Director of the Company for a period of five (5) years with effect from 12th September, 2023, pursuant to the resolution passed by the Members at the meeting held on 12th September, 2023.

At the same meeting, the Members had approved payment of remuneration to Mr. Sarna for the period commencing from 1st September, 2023 and ending on 31st August, 2026. Since Mr. Sarna's tenure as Chairman & Managing Director continues up to 11th September, 2028, it is necessary to seek fresh approval of the Members for payment of remuneration for the balance period of his tenure, i.e., from 1st September, 2026 to 11th September, 2028.

The Board, on the recommendation of the Nomination and Remuneration Committee, has approved the remuneration payable to Mr. Sarna for the said period, comprising a fixed component payable in each financial year irrespective of profits, together with a minimum remuneration to be paid in the event of absence or inadequacy of profits, in accordance with Section II of Part II of Schedule V to the Act. Details of the remuneration are set out below:

Fixed Remuneration (payable irrespective of profits):

i. **Salary**: The Company shall pay to Mr. Rajnish Sarna the Remuneration not exceeding Rs. 65,60,000/- per annum by way of salary & allowances, with an annual increment not exceeding 15% as may be approved by the Board (which includes any Committee thereof) from time to time.

ii. **Perquisites**: The Chairman & Managing Director shall be eligible to the perquisites such as Provident Fund, Gratuity, Leave Encashment as per the rules of the Company which will be in addition to the remuneration mentioned above.

iii. **Others**: Reimbursement of expenses incurred for travelling, medical insurance, other benefits as per the rules of the Company.

iv. **Performance Linked Incentives:** Such sum as may be determined by the Board (which includes any Committee thereof) to be paid annually after the end of the financial year, not exceeding 20% of the salary for any financial year.

Minimum Remuneration (in the event of no profits or inadequate profits):

In the event of no profits or inadequate profits in the Company in any financial year during the aforesaid period, Mr. Sarna shall be paid the remuneration set out above as minimum remuneration, subject to the limits prescribed under Section II of Part II of Schedule V to the Act.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, except Mr. Rajnish Omprakash Sarna and Mrs. Gayatri Sarna (Spouse of Mr. Sarna), are in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set out at Item No. 4 for approval of the Members as a Special Resolution.

Item No. 5 To approve payment of Remuneration to Mr. Harihara Subramanian Iyer as Whole Time Director of the Company.

Mr. Harihara Subramanian Iyer (DIN: 02093133) was appointed as the Whole Time Director of the Company for a period of five (5) years with effect from 12th September, 2023, pursuant to the resolution passed by the Members at the meeting held on 12th September, 2023.

At the same meeting, the Members had approved payment of remuneration to Mr. Iyer for the period commencing from 1st September, 2023 and ending on 31st August, 2026. Since Mr. Iyer's tenure as Whole Time Director continues up to 11th September, 2028, it is necessary to seek fresh approval of the Members for payment of remuneration for the balance period of his tenure, i.e., from 1st September, 2026 to 11th September, 2028.

The Board, on the recommendation of the Nomination and Remuneration Committee, has approved the remuneration payable to Mr. Iyer for the said period, comprising a fixed component payable in each financial year irrespective of profits, together with a minimum remuneration to be paid in the event of absence or inadequacy of profits, in accordance with Section II of Part II of Schedule V to the Act. Details of the remuneration are set out below:

Fixed Remuneration (payable irrespective of profits):

i. **Salary**: The Company shall pay to Mr. Harihara Subramanian Iyer the Remuneration not exceeding Rs. 42,10,000/- per annum by way of salary & allowances, with an annual increment not exceeding 15% as may be approved by the Board (which includes any Committee thereof) from time to time.

ii. **Perquisites**: The Whole Time Director shall be eligible to the perquisites such as Provident Fund, Gratuity, Leave Encashment as per the rules of the Company which will be in addition to the remuneration mentioned above.

iii. **Others**: Reimbursement of expenses incurred for travelling, medical insurance, other benefits as per the rules of the Company.

iv. **Performance Linked Incentives:** Such sum as may be determined by the Board (which includes any Committee thereof) to be paid annually after the end of the financial year, not exceeding 20% of the salary for any financial year.

Minimum Remuneration (in the event of no profits or inadequate profits):

In the event of no profits or inadequate profits in the Company in any financial year during the aforesaid period, Mr. Iyer shall be paid the remuneration set out above as minimum remuneration, subject to the limits prescribed under Section II of Part II of Schedule V to the Act.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, except Mr. Harihara Subramanian Iyer are in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set out at Item No. 5 for approval of the Members as a Special Resolution.

Item No. 6 To approve payment of Remuneration to Mrs. Gayatri Sarna as Whole Time Director of the Company.

Mrs. Gayatri Sarna (DIN: 07316414) was appointed as the Whole Time Director of the Company for a period of five (5) years with effect from 12th September, 2023, pursuant to the resolution passed by the Members at the meeting held on 12th September, 2023.

At the same meeting, the Members had approved payment of remuneration to Mr. Iyer for the period commencing from 1st September, 2023 and ending on 31st August, 2026. Since Mrs. Sarna's tenure as Whole Time Director continues up to 11th September, 2028, it is necessary to seek fresh approval of the Members for payment of remuneration for the balance period of his tenure, i.e., from 1st September, 2026 to 11th September, 2028.

The Board, on the recommendation of the Nomination and Remuneration Committee, has approved the remuneration payable to Mrs. Sarna for the said period, comprising a fixed component payable in each financial year irrespective of profits, together with a minimum remuneration to be paid in the event of absence or inadequacy of profits, in accordance with Section II of Part II of Schedule V to the Act. Details of the remuneration are set out below:

Fixed Remuneration (payable irrespective of profits):

i. **Salary**: The Company shall pay to Mrs. Gayatri Sarna the Remuneration not exceeding Rs. 24,00,000/- per annum by way of salary & allowances, with an annual increment not exceeding 15% as may be approved by the Board (which includes any Committee thereof) from time to time.

ii. **Perquisites**: The Whole Time Director shall be eligible to the perquisites such as Provident Fund, Gratuity, Leave Encashment as per the rules of the Company which will be in addition to the remuneration mentioned above.

iii. **Others**: Reimbursement of expenses incurred for travelling, medical insurance, other benefits as per the rules of the Company.

iv. **Performance Linked Incentives:** Such sum as may be determined by the Board (which includes any Committee thereof) to be paid annually after the end of the financial year, not exceeding 20% of the salary for any financial year.

Minimum Remuneration (in the event of no profits or inadequate profits):

In the event of no profits or inadequate profits in the Company in any financial year during the aforesaid period, Mrs. Sarna shall be paid the remuneration set out above as minimum remuneration, subject to the limits prescribed under Section II of Part II of Schedule V to the Act.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, except Mrs. Gayatri Sarna and Mr. Rajnish Omprakash Sarna (Spouse of Mrs. Sarna), are in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set out at Item No. 6 for approval of the Members as a Special Resolution.

By the order of the Board
For **Enser Communications Limited**
(formerly Enser Communications Private Limited)
Sd/-
Alisha Saraswat (M. No. A79732)
Company Secretary & Compliance Officer

Place: Gurugram
Date: 3rd September 2026

ANNEXURE- A

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

(In pursuance of Regulations 36(3) of the Listing Regulations and SS-2 on General Meetings)

S. No.	Name of Director	Rajnish Omprakash Sarna
1.	DIN	02093291
2.	Date of Birth	24th August, 1963
3.	Age	63 years
4.	Date of First appointment on board	28th August, 2008
5.	Qualification	Mr. Sarna holds a degree of Bachelor of Commerce from University of Bombay. He holds a certificate in Customer Relationship Management from Indian Institute of Management, Bangalore and Certificate in Improving your business through a Culture of Health from Harvard Business School.
6.	Experience and expertise in specific functional area	Mr. Rajnish Omprakash Sarna is the founder of Enser Communications and a first-generation entrepreneur. With over 35 years of experience in conceiving and developing projects primarily in the Information Technology/ Information Technology Enabled Services (IT/ITeS) sector in India, he has been instrumental in bringing private sector initiative into the public domain. Prior to founding Enser Communications in Mumbai, he held leadership positions with reputed organisations including Modi Xerox Limited, GTL Limited, I2I Enterprise, and Spanco Telesystems, where he served as Senior Vice President. Mr. Sarna possesses core expertise in strategy, management, and team leadership, having successfully built and scaled businesses in IT-enabled tools and Customer Interaction Management. He has also been an active industry voice, having spoken on panels at the BPO Summit on subjects such as technology, HR issues, business continuity, data security, skill development, and corporate culture. Under his leadership, the Company has expanded its operations and grown in a well-defined and structured manner.
7.	Terms and conditions for appointment	As per the resolution set out herein above read with the Statements hereto.
8.	Remuneration last drawn	Rs. 65,60,000/- per annum
9.	Details of remuneration sought to be paid	As per the resolution set out herein above read with the Statements hereto.
10.	Directorship in listed entities other than Enser Communications limited from which the person has resigned in the past three years	NA
11.	Directorship held in other companies	Apokto Private Limited
12.	Memberships/chairmanships of committee of other companies	NA
13.	Number of shares held in the company (as on 31st march 2026)	3,62,20,000 Equity Shares
14.	Disclosure of relationship between directors/KMP inter se	Spouse of Mrs. Gayatri Sarna