



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

Date: 27.05.2025

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: INE0R9I01021**

Dear Sir/Ma'am,

**Sub: Postal Ballot Notice- Disclosure under Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR")**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the postal ballot notice dated May 24, 2025, seeking approval of members of Enser Communications Limited ("Company"), through remote e-voting for the following Special resolutions:

Sr. no.	Description of Special Businesses:
1.	Enhancement in overall borrowing limits of the company and creation of mortgage/charge on assets of the company under section 180(1)(c) of Companies Act,2013.
2.	To approve the increase in existing limits of the company under section 180(1)(a) of the Companies Act 2013, i.e to sell, creation of mortgage or charge on the assets, properties or undertaking(s) of the company.
3.	To approve transactions under section 185 of the Companies Act,2013.
4.	Enhancement in limits of investments/loans/guarantees/security under section 186 of the Companies Act,2013.

In accordance with the relevant circulars issued by the Ministry of Corporate Affairs ('MCA Circulars'), the Notice indicating, inter alia, the process and manner of remote e-voting, is being sent only through electronic mode to the members whose names appear on the Register of Members / List of Beneficial Owners as on May 23, 2025 ("cut-off date") received from the Depositories and whose e-mail address are registered with the Company / Depositories. The hard copies of the Notice, Postal Ballot Forms or pre-paid business envelope are not being sent to the members for this Postal Ballot.

The Company has engaged the services of CDSL as the agency to provide the facility for E-voting to its members. The E-voting period commences on Wednesday, May 28, 2025 at 9.00 a.m. (IST) and ends on Thursday, June 26, 2025 at 5.00 p.m. (IST) after that the E-voting will be blocked by CDSL.

The Notice along with the Explanatory Statement thereto can be downloaded from the Company's website [www.enser.co.in](http://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)

Muskan  
Digitally signed by  
Muskan  
Date: 2025.05.27  
17:49:22 +05'30'

**Muskan (M. No. A62983)**  
**Company Secretary & Compliance Officer**

**Encl:** As above



REGISTERED OFFICE: 5th Floor 501 – 506, Arihant Aura, Turbhe, Navi Mumbai Sanpada, Thane, Maharashtra -400703

CORPORATE OFFICE: 217, 1st Floor, Phase 1, Sector 20, Udyog Vihar, Gurugram-122001

[www.enser.co.in](http://www.enser.co.in) [solutions@enser.co.in](mailto:solutions@enser.co.in) [0124-4258077](tel:0124-4258077)



**Enser Communications Limited**  
(formerly known as Enser Communications Pvt. Ltd.)

**Registered Office:** 5th Floor 501 – 506, Arihant Aura, Turbhe, Navi Mumbai Sanpada, Thane, Maharashtra -400703; **CIN:** L64200MH2008PLC182752  
**Website:** [www.enser.co.in](http://www.enser.co.in); **E-mail:** [solutions@enser.co.in](mailto:solutions@enser.co.in); **Tel No.:** 0124-4258077

**NOTICE OF POSTAL BALLOT**

*(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)*

**To the Members of the Company,**

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Enser Communications Limited ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102, 110 and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

The Board of Directors has appointed M/s Neena Deshpande & Co., a Practising Company Secretary (Membership No.: 7240), as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

In accordance with Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company has engaged the services of the Central Depository Services Limited ('CDSL'), to provide remote e-voting facility. The procedure for remote e-voting is detailed in the Notes to this Postal Ballot notice.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

<b>Commencement of e-voting:</b>	9:00 a.m. (IST) on Wednesday, May 28, 2025
<b>End of e-voting:</b>	5:00 p.m. (IST) on Thursday, June 26, 2025

The Scrutiniser will submit her report, after the completion of scrutiny of the e-voting, to the Chairman and Managing Director of the Company or any person authorised by him. The results of e-voting will be announced within two working days from the conclusion of e-voting i.e. 5.00 PM(IST) on Saturday, June 28, 2025, and will also be displayed on the Company's website at [www.enser.co.in](http://www.enser.co.in) and on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com) and communicated to the stock exchange where the shares of the Company are listed i.e. [www.nseindia.com](http://www.nseindia.com).

**SPECIAL BUSINESS:****1. ENHANCEMENT IN OVERALL BORROWING LIMITS OF THE COMPANY AND CREATION OF MORTGAGE/CHARGE ON ASSETS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013.**

*To consider and if thought fit, to pass the following resolution as a **Special Resolution**:*

**“RESOLVED THAT** pursuant to section 180(1)(c) of the companies act 2013 and all other applicable provision, if any, of the companies act 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in supersession of all the earlier resolutions, the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to borrow any sum or sums of money from time to time at its discretion, in the ordinary course of the business of the Company, from its Members, Directors or relative of Directors, any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), provided that the total amount together with the money(s) already borrowed by the Board of Directors from existing Rs. 15.00 Crores (Rupees Fifteen Crores) to Rs. 100 crores (Rupees One hundred Crores Only).”

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalising the terms of borrowing, filing of necessary forms, returns, applications and submissions under the Act to give effect to this Resolution.”

**2. TO APPROVE THE INCREASE IN EXISTING LIMITS OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013, I.E TO SELL, CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY.**

*To consider and if thought fit, to pass the following resolution as a **Special Resolution**:*

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the “Act”) and any other applicable provisions, if any of the Act, or any amendment(s) or modification(s) thereof and pursuant to the provisions of the Articles of Association of the Company, and in supersession of all the earlier resolutions, consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution), to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lenders, Agents and Trustees for securing the borrowings of the Company availed/to be availed by way of Loans (in foreign currency and/or rupee currency) and Securities (comprising Fully/Partly convertible Debentures and/or Non-convertible Debentures with or without detachable or non-detachable Warrants and/or Secured Premium Notes or other debt instruments), issued or to be issued by the Company, from time to time, subject to the limit up to Rs. 100.00 Crores (Rupees One Crores) together with interest, additional interest,

compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agents/Trustees, premium (if any) on redemption, all other costs, charges and expenses and all other moneys payable by the Company in terms of the Loan Agreements/Heads of Agreements, Debenture Trust Deeds or any other Documents entered into/to be entered into between the Company and the Lenders/Agents/Trustees in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lenders/Agents/Trustees.

**RESOLVED FURTHER THAT** the securities/charges to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid and filing of necessary forms, returns, applications and submissions under the Act to give effect to this Resolution"

### **3. TO APPROVE TRANSACTIONS UNDER SECTION 185 OF THE COMPANIES ACT, 2013.**

*To consider and if thought fit, to pass the following resolution as a **Special Resolution**:*

**"RESOLVED THAT** pursuant to Section 185 of the Companies Act, 2013 and any other applicable provisions, if any of the Act, or any amendment(s) or modification(s) thereof and pursuant to the provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to advance or give loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity, in which directors of the company are interested or deemed to be interested as specified under section 185 of the Companies Act, 2013. (collectively referred to as the "Entities"), of an aggregate outstanding amount not exceeding Rs. 100 crores (Rupees One hundred Crores only), in their absolute discretion that the board deems beneficial and in the interest of the Company, provided that such loans, advances, securities and/or corporate guarantee, as the case may be, are utilized by the borrowing company for its principal business activities only.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Advances/ Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

### **4. ENHANCEMENT IN LIMITS OF INVESTMENTS/LOANS/GUARANTEES/SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013.**

*To consider and if thought fit, to pass the following resolution as a **Special Resolution**:*

**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies act and any other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any

statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, and subject to Member's Approval, consent of the Board be and is hereby accorded (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to increase the limit from Rs. 15 crores (Rupees Fifteen Crores only) to Rs. 100 crores (Rupees One hundred Crores only) to:

- To give loans, inter corporate deposits from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate
- To give on behalf of any person, body corporate, any guarantee in connection with a loan made by any other person to, or to any other person by any body corporate.
- To acquire by way of subscription, purchase or otherwise the securities of any other body corporate.

from time to time in one or more tranches in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 100 Crores (Rupees One hundred Crores Only), notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

**RESOLVED FURTHER THAT** the consent of Board of Directors be and is hereby accorded to invest in the Subsidiaries, Associates, Related Parties, make loans to them; provide guarantees/security on their behalf, to person, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be provided in the Act, deemed fit and expedient.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including filing of necessary forms, returns, applications and submissions under the Act to give effect to this Resolution.

**By Order of the Board of Directors**  
**Enser Communications Limited**  
*(formerly as Enser Communications Private Limited)*

**Sd/-**  
**Muskan**  
(Company Secretary)

**Place:** Navi Mumbai  
**Date:** May 24, 2025

**NOTES:**

1. A statement, pursuant to the provisions of Section 102, 110 and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, May 23, 2025 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the website at [www.enser.co.in](http://www.enser.co.in), website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), and on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com).
4. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
5. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
- 6. The e-voting period commences at 9:00 a.m. (IST) on Wednesday, May 28, 2025 and ends at 5:00 p.m. (IST) on Thursday, June 26, 2025.**
7. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.
8. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Thursday, June 26, 2025.
9. All the documents referred in this Postal Ballot Notice will be available for inspection at the registered office of the Company during the office hours on all working days during normal business hours on any working day except Saturday and Sunday upto June 26, 2025.

**1. E-VOTING FACILITY:**

- Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 44 of the SEBI Listing Regulations, as amended, read with SEBI circular dated December 9, 2020, the Company is providing e-voting facility of CDSL to its members to exercise their right to vote on the proposed resolution by electronic means.
- Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

**2. INSTRUCTIONS RELATING TO E-VOTING:**

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.

**A. PROCEDURE FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH DEPOSITORIES:**

Central Depository Services (India) Limited (CDSL)	National Securities Depository Limited (NSDL)
<p><b>Users who have opted for CDSL Easi / Easiest facility, can login</b> 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 <b>www.cdslindia.com</b> and click on login icon &amp; <b>New System Myeasi Tab</b>.</p> <p>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 &amp; 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.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at cdsl website <b>www.cdslindia.com</b> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <b>www.cdslindia.com</b> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>	<p><b>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL.</b> Open web browser by typing the following URL: <b>https://eservices.nsdl.com</b> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> 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 <b>"Access to e-Voting"</b> 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.</p> <p>If the user is not registered for <b>IDeAS e-Services, option</b> to register is available at <b>https://eservices.nsdl.com</b>. Select <b>"Register Online for IDeAS"</b> <b>Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</b>.</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <b>https://www.evoting.nsdl.com/</b> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>"Login"</b> which is available under <b>'Shareholder/Member'</b> 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-</p>

Voting service provider website for casting your vote during the remote e-Voting period.

**B. 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 **e-Voting link available against Enser Communications Limited or e-Voting service provider “CDSL”** and you will be redirected to e-Voting Page of **CDSL** for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk details in case of any technical issues related to login through CDSL	Helpdesk details in case of any technical issues related to login through NSDL
Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. <b>1800 21 09911</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: <b>022 - 4886 7000</b> and <b>022 - 2499 7000</b>

**C. ACCESS THROUGH SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.**

**I. Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.**

- i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on “Shareholders” module.
- iii. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - a. If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"> <li>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.</li> </ul>

- 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 <**Enser Communications Limited**> 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 scrutinizer for verification.

**II. 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](http://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](mailto: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; [csneenadeshpande@gmail.com](mailto:csneenadeshpande@gmail.com) and [compliance@enser.co.in](mailto:compliance@enser.co.in) respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### III. 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 e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. **1800 21 09911**.

**Explanatory Statement:****EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102, 110 OF THE COMPANIES ACT, 2013 AND REGULATION 17(11) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015****Item No. 1& 2:**

In order to conduct the business smoothly and meet working Capital requirements, the Board of Directors at their meeting held on May 24, 2025, approved and recommended to the shareholders an increase in the existing borrowing limit from Rs. 15 Crores (Rupees Fifteen Crores only) to Rs. 100 Crores (Rupees One Hundred Crores only), under the provisions of Section 180(1) (c) of the Companies Act, 2013 (the "Act"). The Board has also approved an increase in the existing limit for creating charges, such as mortgages, pledges, hypothecations, or other security interests on movable or immovable assets and properties of the Company. This increase, from Rs. 15 Crores (Rupees Fifteen Crores only) to Rs. 100 Crores (Rupees One hundred Crores Only), is intended to secure borrowings of the Company as required under Section 180(1)(a) of the Companies Act, 2013.

Hence, it is proposed to seek shareholder's approval for:

1. Increasing the overall borrowing limit u/s 180 (1)(c) upto Rs. 100 crores
2. Increasing the limit for creating charge on the Company's assets to secure borrowings, up to Rs. 100 Crores, under Section 180(1)(a) of the Companies Act, 2013

None of the directors or key managerial personnel of the Company or their relatives, are in anyway concerned or interested in the proposed resolution as set out in the Notice.

The Board of Directors recommends the resolution set out at Item nos. 1 & 2 of this Notice for your approval as Special Resolutions.

**Item No. 3:**

The Company may be required to provide financial support to meet the business requirements of its Subsidiary Companies, Associates, Joint Ventures, group entities, or any other person in whom a Director of the Company is deemed to be interested (collectively referred to as the "Entities"). However, due to the restrictive provisions of Section 185 of the Companies Act, 2013 ("the Act"), the Company is currently unable to extend financial assistance in the form of loans or debt to such Entities. The Board of Directors at their meeting held on May 24, 2025, approved and recommended seeking the consent of the Members, by way of a Special Resolution pursuant to Section 185 of the Act, to make loans, provide financial assistance, or issue guarantees or securities in connection with loans taken or to be taken by the Entities. This assistance would be for their general business operations or working capital requirements, as needed, to support the expansion of their business activities and matters connected with or incidental to their principal business operations.

The Members are requested to note that the Board of Directors will carefully evaluate all proposals before providing any loan, guarantee, or security. Such financial assistance will be extended through funds sourced from internal resources, accruals, or any other appropriate sources, as deemed suitable, and solely for the principal business activities of the Entities.

None of the directors or key managerial personnel of the Company or their relatives are in anyway concerned or interested in the proposed resolution as set out in the Notice.

The Board of Directors recommends the resolution set out at Item no. 3 of this Notice for your approval as a Special Resolution.

**Item No. 4:**

The Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by means of a special resolution.

To optimize the use of the funds available with the Company and achieve its long-term strategic and business objectives, the Board of Directors, in their meeting held on May 24, 2025, approved and recommended to the shareholders an increase in the existing limit from Rs.15 Crores (Rupees Fifteen Crores only) to Rs. 100 Crores (Rupees One hundred Crores only), under Section 186 of the Act, to utilize these funds by investing in securities of other corporate entities, granting loans, providing guarantees, or offering security to other individuals or corporate entities, as and when required.

None of the directors or key managerial personnel of the Company or their relatives are in anyway concerned or interested in the proposed resolution as set out in the Notice.

The above proposal is in the interest of the Company and the Board of Directors recommends the resolution set out at Item no. 4 of this Notice for your approval as a Special Resolution.

**By Order of the Board of Directors**  
**Enser Communications Limited**

*(formerly as Enser Communications Private Limited)*

**Sd/-**

**Muskan**

(Company Secretary)

**Place:** Navi Mumbai

**Date:** May 24, 2025