

## TWENTY NINTH ANNUAL REPORT 2019 - 20

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### NOTICE CONVENING THE TWENTY NINTH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Twenty Ninth Annual General Meeting of Elnet Technologies Limited will be held on Monday, the 28th day of September, 2020 at 12.30 P.M via Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”),to transact the following business

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2020 and the Reports of the Board of Directors and the Statutory Auditors thereon.
2. To declare a dividend of Rs. 1.20 per equity Share for the Financial Year ended 31st March, 2020.
3. To appoint a director in place of Mr. J. Ravi (DIN:00042953) who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a director in place of Mr. C. Ramachandran (DIN:00050893) who retires by rotation and being eligible offers himself for re-appointment.

#### SPECIAL BUSINESS:

##### 5. **APPOINTMENT OF MR. P.R NITHIYANANDAN.,(DIN:07721702) AS NON-EXECUTIVE DIRECTOR.**

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, 160, 161 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), and pursuant to recommendation of the Nomination and Remuneration Committee and Articles of Association of the Company Mr. P.R Nithiyandanan (DIN: 07721702) who was appointed as Non-Executive Additional Director of the Company by the Board of Directors at its meeting held on 18th March, 2020 and who holds office up to the date of this 29th Annual General Meeting be and is hereby appointed as a Non-Executive Director of the Company and liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or the Company Secretary of the company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto”.

##### 6. **INCREASE IN AUTHORISED SHARE CAPITAL**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13 and 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including

any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from the existing capital of Rs. 5,00,00,000/- (Rupees Five Crore only) divided into 50,00,000 (Fifty Lakh only) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 100,00,00,000/- (One hundred crore only) divided into 10,00,00,000 (Ten Crores) equity shares of Rs.10/- (Rupees Ten only) each by creation of additional 9,50,00,000 (Nine crore fifty lakhs) equity shares of ₹ 10/- (Rupees Ten only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or the Company Secretary of the Company be and is hereby severally authorised to execute, sign, verify, file all necessary forms with the Registrar of Companies and to do all other deeds, things and acts that are necessary or incidental to give effect to this resolution.”

#### **7. ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 13 and 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, and consequent upon the increase in the Authorised Share Capital of the Company, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the new Clause V:

V. The Authorised Share Capital of the Company is Rs. 100,00,00,000/- (One hundred crore only) divided into 10,00,00,000 (Ten Crores) equity shares of Rs.10/- (Rupees Ten only) with power to increase and reduce or consolidate or sub-divide the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to verify, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or the Company Secretary of the Company be and is hereby authorised severally to execute, sign, verify, file all necessary forms with the Registrar of Companies and to do all other deeds, things and acts that are necessary or incidental to give effect to this resolution.”

#### **8. ADOPTION OF SET OF NEW ARTICLES OF ASSOCIATION AS PER THE COMPANIES ACT, 2013**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other relevant provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder, the existing

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Articles of Association of the Company be and is hereby replaced and substituted by the new set of Articles of Association, drawn as per the Companies Act, 2013, and that the Regulations contained in the new set of Articles be and are hereby approved and adopted as the Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or the Company Secretary of the Company be and are hereby authorised severally to execute, sign, verify, file all necessary forms with the Registrar of Companies and to do all other deeds, things and acts that are necessary or incidental to give effect to this resolution.”

### 9. INCREASE IN THE BORROWING POWERS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and in supersession of all earlier resolution passed in this regard, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding principal amount so borrowed shall not at any time exceed the limit of Rs. 500 Crores (Both funded and non-funded) at any one point of time.”

**RESOLVED FURTHER THAT** the Board of the Company (hereinafter referred to as the “Board”, which term 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) be and is hereby authorised to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution.”

### 10. APPROVAL UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** in supersession of the earlier resolution passed authorizing the Board to mortgage/create charge on the assets of the Company and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, including any statutory modification(s) thereto or reenactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, and subject to such other approvals, consents, sanctions

and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 500 Crores (Rupees Five hundred crores) at any point of time.

**RESOLVED FURTHER THAT** at the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

By order of the Board of Directors  
For **Elnet Technologies Limited**

Place : Chennai  
Date : 17th Aug, 2020

**T. Joswa Johnson**  
Company Secretary

**Registered Office:**

Elnet Software City,  
TS 140, Block No.2 & 9,  
Rajiv Gandhi Salai, Taramani,  
Chennai - 600 113  
Phone: +91-44-2254 1793, Fax: +91-44-2254 1955  
e-mail:elnecity@gmail.com  
Website: www.elnettechnologies.com  
CIN:L72300TN1990PLC019459

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### IMPORTANT NOTES:

1. The details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), in respect of Director seeking re-appointment and the Explanatory Statement in respect of Special Businesses are annexed hereto.
2. **The Register of Members will remain closed from Tuesday, 22nd Sep, 2020 to Monday, 28th Sep, 2020 (both days inclusive). Monday, 21st Sep, 2020 shall be the cut-off date as on which the right of voting of the Members shall be reckoned and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only.**
3. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in dematerialized form and with the Company in case the shares are held by them in physical form.
4. As per Regulation 40 of SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
5. Pursuant to section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, the Company would be transferring the seven years' unpaid/unclaimed Dividend with respect to the dividend declared in the Financial Year 2012-13 within 30 days from the cut-off date of 22nd July, 2020. As per the provisions, the 3 months' prior intimation to the eligible shareholders via Newspapers advertisement has given and the same had been updated in website of the Company [www.elnettechnologies.com](http://www.elnettechnologies.com).

As on March 31, 2020, following amount of dividends remained unclaimed

Financial year for which dividend declared	Unpaid/ Unclaimed Dividend Amount As on 31.03.2020 (In ₹)	Date of Declaration of Dividend	7 Years from the date of transfer to Unpaid Dividend Account
2012-13	233650.20	20.06.2013	22.07.2020
2013-14	244673.80	17.07.2014	20.08.2021
2014-15	227671.00	08.07.2015	10.08.2022
2015-16	324652.50	15.06.2016	18.07.2023

2016-17	274075.40	06.07.2017	08.08.2024
2017-18	232649.00	09.08.2018	07.09.2025
2018-19	215910.00	09.08.2019	11.09.2026
<b>TOTAL</b>	<b>1753281.90</b>		

**6. CDSL E-VOTING SYSTEM – FOR REMOTE E-VOTING AND E-VOTING DURING AGM**

- i. As you are aware, in view of the situation arising due to Covid-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The ensuing AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- ii. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a Member using remote e-Voting as well as the e-Voting system during the AGM will be provided by CDSL.
- iii. **The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.**
- iv. The facility of participation at the AGM through VC/OAVM will be made available to atleast 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.
- v. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

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- vi. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- vii. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM and the Annual Report for the financial year 2019-20 has been uploaded on the website of the Company at [www.elnettechnologies.com](http://www.elnettechnologies.com). The Notice can also be accessed on the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (Agency for providing the Remote e-Voting facility and e-Voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
- viii. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

### 7. INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- i. **The voting period begins on Thursday, 24th Sep, 2020 at 9.00 am and ends on Sunday, 27th Sep, 2020 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 Monday, 21st Sep, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
- ii. **The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).**
- iii. Click on "Shareholders" module.
- iv. Now enter your User ID  
For CDSL: 16 digits beneficiary ID,  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.

- vi. 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.
- vii. If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 the Company or Registrar and Share Transfer Agent (Contact;044-40020728; kandhimathi@cameoindia.com)</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <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 as mentioned in instruction (iv).</li> </ul>

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. 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.
- x. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN of <ELNET TECHNOLOGIES LIMITED> on which you choose to vote.
- xii. 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.



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- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
  - xiv. 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.
  - xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  - xvi. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
  - xvii. 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.
  - xviii. Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- 8. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
- i. 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 Aadhaar Card) by email to [kandhimathi@cameoindia.com](mailto:kandhimathi@cameoindia.com) (RTA).
  - ii. For Demat shareholders -, Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to [kandhimathi@cameoindia.com](mailto:kandhimathi@cameoindia.com) (RTA).
- 9. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**
- i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system.
- Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials.**
- The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

- ii. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. 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.
- v. 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 **6 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [elnecity@gmail.com](mailto:elnecity@gmail.com) (Company); [kandhimathi@cameoindia.com](mailto:kandhimathi@cameoindia.com) (RTA).
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time during the AGM.

**10. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:**

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- iii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- iv. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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### 11. NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- i. 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.
- ii. 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).
- iii. 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.
- iv. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- v. 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.
- vi. Alternatively Non Individual shareholders are required 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; [elnetcity@gmail.com](mailto:elnetcity@gmail.com) (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.
- vii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 1800225533 or +91-22-23058542 or +91-22-23058543 or +91-22-23058738.

- 22. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Monday, 21st September, 2020.**
- 23. Dividend on equity shares, if declared at the Meeting, will be credited/dispached within the timeline specefied in the respective rules to those members whose name appears in the Company Register of Members as on cut-off date Monday, 21st day of September, 2020.**
24. The Board of Directors has appointed M/s. BP & Associates, Practicing Company Secretaries, New No.74 (old No.62) Akshaya Flats, 3rd Floor, 12th Avenue, Ashok Nagar, Chennai- 83 as the Scrutinizer (entity id:83104) for conducting the e-voting process in a fair and transparent manner.

25. After the conclusion of the Meeting, the Scrutinizer shall unblock the votes in the presence of at least 2 (two) witnesses who is not in the employment of the Company and make a Scrutinizer's Report on the votes cast in favour or against the resolutions.
26. The Results shall be declared by the Chairman or any person authorized by him in this regard on or before 30th September, 2020. The result along with the Scrutinizer's report shall be placed on the Company's website [www.elnettechnologies.com](http://www.elnettechnologies.com) and on the website of CDSL i.e., [www.evotingindia.com](http://www.evotingindia.com) and Stock Exchange i.e., [www.bseindia.com](http://www.bseindia.com)

By order of the Board of Directors  
For **Elnet Technologies Limited**

Place : Chennai  
Date : 17th August, 2020

**T. Joswa Johnson**  
Company Secretary

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

Annexure to the Notice of 29th Annual General Meeting scheduled to be held on Monday, the 28th day of September, 2020 at 12.30 P.M through VC/OAVM facility.

**Item No.5**

Pursuant to recommendation of Nomination and Remuneration Committee and the Articles of Association of the Company, the Board of Directors of the Company at its meeting held on 18th March, 2020 approved the appointment of Mr. P. R Nithiyandanan as Non-Executive Additional Director of the Company

Mr. P. R Nithiyandanan is eligible to hold the office up to the date of this 29th Annual General Meeting. An ordinary resolution seeking the approval of shareholders is being sought in this 29th Annual General Meeting.

None of the Directors, Key Managerial Personnel and / or their relatives are, in anyway, concerned or interested, financially or otherwise, in the proposed resolution except the appointee themselves.

**ITEM NO. 6 – INCREASE IN AUTHORISED SHARE CAPITAL**

As the Company is envisaging business expansion and plans to improve business further fuelling the growth of the Company, the company may need additional funds. The Company may look into the option of raising these additional funds by way of issuance of shares of the Company. Prior to any issue of securities, the Company will need to increase the Authorised Share Capital of the Company.

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It is proposed to increase the authorised share capital from Rs. 5,00,00,000/- (Rupees Five Crore only) divided into 50,00,000 (Fifty Lakh only) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 100,00,00,000/- (One hundred crore only) divided into 10,00,00,000 (Ten Crores) equity shares of Rs.10/- (Rupees Ten only) each by creation of additional 9,50,00,000/- (Nine crore fifty lakhs) equity shares of ₹ 10/- (Rupees Ten only). The proposal has been approved by the Board of Directors of the Company at their meeting held on 17th Aug, 2020.

The Board recommends the proposal set forth in item no. 6 of the Notice (Ordinary Resolution) for consideration and approval of the shareholders.

None of the Directors / Key Managerial Personnel of the company and their relatives are concerned or interested in this item of business.

### **ITEM NO. 7- ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION**

Consequent upon the increase in Authorized Capital, the company is required to amend the Capital clause of the Memorandum of Association by approval of the Shareholders of the Company. The amended clause is specified in the resolution mentioned at item no. 7.

The Board recommends the proposal set forth in item no. 7 of the Notice (Special Resolution) for consideration and approval of the shareholders.

None of the Directors / Key Managerial Personnel of the company and their relatives are concerned or interested in this item of business.

### **ITEM NO. 8 – ADOPTION OF SET OF NEW ARTICLES OF ASSOCIATION AS PER THE COMPANIES ACT, 2013**

The existing Articles of Association were prepared in consonance with the Companies Act 1956, which are no longer in full conformity with the Companies Act, 2013 ('New Act'). With the coming into force of the New Act, it is considered expedient to replace the existing set of Articles in entirety by a new set of Articles, primarily based on Table- F set out under the Companies Act, 2013. The proposed amended Articles of Association as well as the existing Articles of Association is available on the weblink <http://www.elnettechnologies.com/Document/Draft-%20Altered%20MOA%20and%20adopted%20AOA.pdf>

The board affirmed the necessity of adopting a new set of Articles of Association as per the Companies Act, 2013 in its meeting held on 17th Aug, 2020.

The Board recommends the proposal set forth in item no. 8 of the Notice (Special Resolution) for consideration and approval of the shareholders.

None of the Directors / Key Managerial Personnel of the company and their relatives are concerned or interested in this item of business.

**ITEM NO. 9&10 – INCREASE IN THE BORROWING POWERS OF THE COMPANY UNDER SECTION 180(1)(C) AND APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013**

In accordance with the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the company by a Special Resolution only:

- To pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company;
- To borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except.

The Board is of the view that in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further required to borrow money, either secured or unsecured, from the banks/financial institutions/other body corporate, from time to time, and to pledge, mortgage, hypothecate and/or charge any or all of the movable and immovable properties of the Company and/or whole or part of the undertaking of the Company.

The Board of Directors of the Company proposes to increase the limits to borrow money upto Rs. 500 Crores (Five hundred crores) and to secure such borrowings by pledging, mortgaging, hypothecating the movable or immovable properties of the Company amounting up to Rs. 500 Crores (Five hundred crores).

It is, therefore, required to obtain fresh approval of members by Special Resolution under Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company and to create charge on the assets over the Company under the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolutions.

The Board recommends the Special Resolutions set out at Item No. 9 & 10 of the Notice for approval by the Members.

## TWENTY NINTH ANNUAL REPORT 2019 - 20

### Details of Directors seeking Appointment / Re-appointment at the 29th Annual General Meeting Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting.

Name of Director	<b>Mr. C. Ramachandran IAS (Retd.)</b>	<b>Mr. J. Ravi</b>
Date of Birth & Age	15.05.1938 & 82 years	03.10.1954 & 65 years
Nationality	Indian	Indian
Qualification	B.Sc (Hons)., MA	B. Tech - Chemical Engineerings
Experience and Expertise in specific functional areas	Mr. C. Ramachandran IAS (Retd.) was served for Government in various responsibilities, worked in public sector companies and retired as Principal Secretary, Industries Dept., He is specialised in the area of Corporate Management.	Mr. J. Ravi has 34 years of experience in International Trading
Date of first appointment to the Board	08.08.2003	08.08.2003
Terms of Re- appointment	Being longest in office, liable to retire by rotation and sought himself of reappointment.	Being longest in office liable to retire by rotation and sought himself of reappointment.
Revised Remuneration sought to be paid	NIL	NIL
Remuneration last drawn for the FY 2018-19	Rs. 1.54 lacs sitting fees paid for the Meetings attended during the financial year 2019-20. Other than sitting fees no remuneration was paid.	Rs. 0.56 lacs sitting fees paid for the Meetings attended during the financial year 2019-20. Other than sitting fees no remuneration was paid.
Shareholding in this company	NIL	NIL
Relationship	Relationship with directors, Manager & KMP- NIL	Relationship with directors, Manager & KMP- NIL
No of Board Meetings held and attended during the year	6/6	6/2
Name(s) of other entities in which holding of directorship	Dewa properties limited IG3 infra limited The great Indian linen and textile infrastructure company private limited Grand luxe hotels limited	NIL
Chairpersonship/Membership in committees of other Entities	<b>Audit Committee</b> IG3 Infra Limited <b>Stakeholder Relationship Committee</b> NIL	NIL

Name of Director	<b>Mr. P. R Nithiyandan</b>
Date of Birth & Age	09-05-1963
Nationality	Indian
Qualification	B.Com
Experience and Expertise in specific functional areas	Procurement and Legal
Date of first appointment to the Board	18-03-2020
Terms of Re- appointment	NA
Revised Remuneration sought to be paid	NA
Remuneration last drawn for the FY 2019-20	NIL
Shareholding in this company	NIL
Relationship	Relationship with directors, Manager & KMP- NIL
No of Board Meetings held and attended during the year	1/1
Name(s) of other entities in which holding of directorship	DCL software limited Intwel Technologies limited
Chairpersonship/Membership in committees of other Entities	NIL

By Order of the Board of Directors  
For **Elnet Technologies Limited**

Place : Chennai  
Date : 17th Aug, 2020

**T. Joswa Johnson**  
Company Secretary