



August 18, 2023

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001.

Security ID/Scrp Code- ELNET/517477

Dear Sir/Ma'am,

Sub: Notice of 32nd Annual General Meeting of the Company.
Ref: Regulation 30 of SEBI (LODR) Regulations, 2015.

This is to inform you that 32nd Annual General Meeting (AGM) of the members of the Company is scheduled to be held on Saturday, September 9, 2023 at 11.00 A.M. Indian Standard Time ('IST') through video conferencing ('VC')/ Other Audio-Visual Means ('OAVM'), in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The notice of 32nd AGM is enclosed. The Annual Report along with the notice of 32nd AGM has been sent today (Friday, August 18, 2023) to all the eligible shareholders as on cut-off date through e-mail only. The said Annual Report is also available on the website of the Company at <http://www.elnettechnologies.com/Document/AR-2022-2023.pdf>

The Register of Members & Share Transfer Books of the Company shall remain Closed from Wednesday, August 30, 2023 to Saturday, September 09, 2023 (both days inclusive) for the purpose of 32nd Annual General Meeting of the Company, and payment of Dividend for the Financial Year ended 31st March, 2023.

The Company has fixed Tuesday, August 29, 2023 as the "Cut-off Date" (Record Date) for the purpose of determining the Members eligible to vote on the resolutions set out in the Notice of AGM and to receive dividend for the Financial Year 2022-23.

This is for your record and information.

Thanking You,

Yours Faithfully,
For **ELNET TECHNOLOGIES LTD**

RITESH SHIVKUMAR MISHRA
COMPANY SECRETARY



Encl: a/a

**NOTICE TO MEMBERS CONVENING
THE THIRTY SECOND ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Thirty Second Annual General Meeting (“AGM”) of the members of Elnet Technologies Limited will be held on **Saturday, the 09th day of September 2023** at 11.00 A.M. Indian Standard Time (**‘IST’**) through Video Conferencing (“VC”) / Other Audio-Visual Means (**“OAVM”**) to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To consider to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the audited financial statements of the Company for the Financial Year ended March 31, 2023, and the Reports of the Board of Directors and the Statutory Auditors thereon be and are hereby received, considered and adopted.”

2. To declare a dividend of Rs. 2.00/- per equity share for the Financial Year ended 31st March 2023.

To consider and, if deemed fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT a final dividend of Rs.2/- (Rupees Two Only) per Equity Share of Rs. 10/- (Rupees Ten Only) each fully paid-up of the Company, as recommended by the Board of Directors be and is hereby declared for the Financial Year ended March 31, 2023, and the same be paid out of the profits of the Company.”

3. Re-appointment of Thiru J. Ravi (DIN: 00042953) who retires by rotation as a director.

To consider and, if deemed fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force), Thiru. J. Ravi (DIN:00042953) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

4. Re-appointment of Thiru. C. Ramachandran (DIN: 00050893) who retires by rotation as a director.

To consider and, if deemed fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules thereunder (including any

Statutory modification(s) or re-enactment thereof for the time being in force), Thiru. C. Ramachandran (DIN:00050893) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.

SPECIAL BUSINESS:

5. Appointment of Dr. S. Aneesh Sekhar, IAS., (DIN: 07887010), as Chairman and 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, Dr. S. Aneesh Sekhar, IAS., (DIN: 07887010), who was appointed as Chairman & Non-Executive Additional Director of the Company by the Board of Directors with effect from May 29, 2023 and who holds office up to the date of this 32nd Annual General Meeting, be and is hereby appointed as a Chairman and Non-Executive Director of the Company not liable to retire by rotation in terms of Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary 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. Re-Appointment of Tmt. Unnamalai Thiagarajan (DIN: 00203154), as Managing Director.

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013 and Articles of Association of the Company, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and the Consent of the members of the Company be and is hereby accorded to the re-appointment of Tmt. Unnamalai Thiagarajan (DIN:00203154) as the Managing Director of the Company for a period of 5 years with effect from 30th September, 2023 on the terms and conditions including remuneration as set out in the Explanatory Statement of this resolution annexed

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to the Notice convening this meeting with liberty to the Board of Directors and/or their committee to alter and vary the terms and conditions including remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary 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.”

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

Sd/-

Ritesh Shivkumar Mishra
Company Secretary
M. No. A63025

Place: Chennai

Date: August 14, 2023

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

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), Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Item Nos. 3, 4, 5 & 6 of the above Notice is annexed hereto.
2. In view of disruptions caused by COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021 and General Circular No. 02/2022 dated May 5, 2022 (collectively "MCA Circulars"), permitted Companies to conduct Annual General Meeting (AGM) through video conferencing or other audio visual means (VC) till December 31, 2022, subject to compliance with various conditions mentioned therein. Similarly, SEBI vide Circular No. 79 dated May 12, 2020, Circular No. 11 dated January 15, 2021 and Circular No. 62 dated May 13, 2022 granted certain relaxations pertaining to dispatch of hard copies of Annual Reports and Proxy Forms to listed entities who conduct their AGM through electronic mode till December 31, 2022. Further, MCA vide General Circular No. 10/2022 dated December 28, 2022, extended the option to conduct the AGM through VC till September 30, 2023. Similarly, SEBI vide Circular No. 4 dated January 5, 2023 extended the relaxations pertaining to dispatch of hard copies of Annual Reports and Proxy Forms to listed entities who conduct their AGM through electronic mode till September 30, 2023 subject to certain conditions, in light of same notice of the AGM along with the Annual Report for the Financial Year 2022-23 are being sent only through electronic mode to all the Members of the Company whose email addresses are registered with the Company and whose names appear in the register of members.
3. In compliance with the MCA Circulars, SEBI Circulars, and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 32nd AGM of your Company is being convened and conducted through VC/ OAVM.
4. In terms of the MCA Circulars, physical attendance of members has been dispensed with and, therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 32nd AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting through Board Resolution/ Power of Attorney/ Authority Letter, etc., for participation in the 32nd AGM through VC/ OAVM facility and e-Voting during the 32nd

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AGM and since the 32nd AGM is being held through VC/ OAVM facility, the Route Map is not annexed in this Notice.

5. The Register of Members will remain closed from Wednesday, August 30, 2023, to Saturday, September 09, 2023 (both days inclusive) and Tuesday August 29, 2023 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.
6. 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.
7. As per Regulation 40 of the SEBI Listing Regulations, securities of the listed companies can be transferred only in dematerialized form with effect from April 01, 2019, and with effect from January 24, 2022 the request for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository and the transmission or transposition of securities held in physical or dematerialised form shall also be effected only in dematerialised form. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
8. 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 2015-16 within 30 days from the cut-off date i.e., 18th July 2023. As per the provisions, the 3 (Three) months' prior intimation to the eligible shareholders via Newspapers advertisement has given and the same has been updated on the website of the Company www.elnettechnologies.com. Such Members are requested to ensure their claim before it is transferred to the said Fund.

As on March 31, 2023, following number of dividends remained unclaimed.

Financial year for which dividend declared	Date of Declaration of Dividend	7 Years from the date of transfer to Unpaid Dividend Account	Unpaid/ Unclaimed Dividend Amount as on 31.03.2023 (In Rs.)
2015-16	15.06.2016	18.07.2023	3,18,532.50
2016-17	06.07.2017	08.08.2024	2,71,415.40
2017-18	09.08.2018	07.09.2025	2,30,549.00
2018-19	09.08.2019	11.09.2026	2,12,760.00
2019-20	28.09.2020	30.10.2027	1,63,786.60
2020-21	28.07.2021	30.08.2028	2,00,037.66
2021-22	07.09.2022	10.10.2029	2,64,940.00

9. TDS on Dividend:

According to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, PAN, and Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending documents by September 04, 2023 (upto 5:00 pm) to enable the Company to determine the appropriate TDS / withholding tax rate applicable, verify the documents and provide exemption. For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid PAN	10% or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2022-23 does not exceed Rs. 5,000/- and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member if they are more beneficial to them.

For this purpose, i.e., to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- i. Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member.
- ii. Copy of Tax Residency Certificate (TRC) for the FY 2023-24 obtained from the revenue authorities of the country of tax residence, duly attested by member.
- iii. Self-declaration in Form 10F.
- iv. Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty.
- v. Self-declaration of beneficial ownership by the non-resident shareholder.
- vi. Lower withholding Tax certificate, if any, obtained from the Indian Tax Authorities.
- vii. Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

10. Members holding shares in physical form and desirous of making/updating Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrar & Transfer Agents, Cameo Corporate Services Ltd. These forms are also available on the Company's website www.elnettechnologies.com under Investor Relations section. Members holding shares in dematerialised form should make/update their nomination with their Depository Participants.
11. 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.

12. The facility of participation at the AGM through VC/OAVM will be made available to at least 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.
13. 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.
14. Instructions for Shareholders for Remote E-Voting and Joining Meeting through VC/OAVM are as under:

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 Monday, September 04, 2023, at 9.00 A.M. and ends on Friday, September 08, 2023, at 5.00 P.M. 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 Tuesday, August 29, 2023, 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 the 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 to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>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 & New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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.</p> <p>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 & New System Myeasi Tab and then click on registration option.</p>

Type of shareholders	Login Method
	<p>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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>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.nsd.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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.</p>

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Type of shareholders	Login Method
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 above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 18001020990 and 1800224430

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 shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 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	<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"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company or Registrar and Share Transfer Agent (Contact: 044-40020728, kandhimathi@cameoindia.com).
Dividend Bank Details OR 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"> • 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 (v).

- 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 <ELNET TECHNOLOGIES LIMITED> on which you choose to vote.

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- 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.
- xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - i. 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.
 - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - 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 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; 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.

15. Process for those shareholders whose email address 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(RTA)
 - ii. For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP).
 - iii. 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.
16. Instructions for shareholders attending the AGM through VC/OAVM are as under:
- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - ii. 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 Remote e-voting.
 - iii. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 - iv. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - v. 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.
 - vi. 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 at least 6 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at elnetcity@gmail.com (company); kandhimathi@cameoindia.com (RTA).

vii. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 6 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at elnetcity@gmail.com (company); kandhimathi@cameoindia.com(RTA). These queries will be replied to by the company suitably by elnetcity@gmail.com (Company's Email).

viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting

17. 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.

In case 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. 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Thiru. 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 on toll free no. 1800225533

18. 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 Tuesday, August 29, 2023.
19. Dividend on equity shares, if declared at the Meeting, will be credited/dispatched within the timeline specified in the respective rules to those members whose name appears in the Company Register of Members as on cut-off date Tuesday, August 29, 2023.



20. The Board of Directors has appointed M/s. BP & Associates, Practicing Company Secretaries, New No.443 & 445, 5thFloor, Annexe 1, Guna Complex, Anna Salai, Teynampet, Chennai-600018 as the Scrutinizer (Entity Id: 83104) for conducting the e-voting process in a fair and transparent manner.
21. The Scrutiniser shall after the conclusion of voting during the general meeting, will first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
22. The Statutory Registers and documents in accordance with the Companies Act, 2013 will be available for inspection in electronic mode.
23. The Results shall be declared by the Chairman, or any person authorized by him in this regard on or before September 11, 2023. The result along with the Scrutiniser's Report shall also be placed on the website of the Company www.elnettechnologies.com and on the website of the CDSL i.e., www.evotingindia.com and Stock exchange i.e., www.bseindia.com

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

Sd/-
Ritesh Shivkumar Mishra
Company Secretary
M. No. A63025

Place: Chennai
Date: August 14, 2023

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: elnetcity@gmail.com
Website: www.elnettechnologies.com
CIN: L72300TN1990PLC019459

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

Annexure to the Notice of **32nd Annual General Meeting** scheduled to be held on **Saturday, the 09th day of September 2023** at **11.00 A.M.** IST through VC/OAVM facility

Item No: 3 & 4:

Details of Directors seeking Appointment/Re-appointment at the **32nd Annual General Meeting** Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) issued by The Institute of Company Secretaries of India (ICSI) are given below:

Name of Director	Thiru. C. Ramachandran IAS (Retd.)	Thiru. J. Ravi
DIN	00050893	00042953
Date of Birth & Age	15.05.1938 & 85 years	03.10.1954 & 68 years
Nationality	Indian	Indian
Qualification	B.Sc. (Hons)., MA	B. Tech - Chemical Engineering
A Brief resume of the Director	Thiru. C. Ramachandran IAS (Retd.), is a retired Indian Administrative Officer. He served the Government in various responsibilities, worked in public sector companies and retired as Principal Secretary, Industries Dept., He has expertise in the area of Corporate Management of our Company.	Thiru. J. Ravi, is B. Tech - Chemical Engineering. He has 35 years of experience in International Trading.
Experience and Expertise in specific functional areas	He is specialised in the area of Corporate Management.	Experience in International Trading.
Date of Appointment at current designation/ Date of first appointment on the Board	08.08.2003	30.09.2003
Terms of Appointment / Re- appointment	Liable to retire by rotation and sought reappointment.	Liable to retire by rotation and sought reappointment.

Name of Director	Thiru. C. Ramachandran IAS (Retd.)	Thiru. J. Ravi
Remuneration sought to be paid	NIL	NIL
Remuneration last drawn for the FY 2022-23	Rs.1.82 lacs sitting fees paid for the Meetings attended during the Financial Year 2022-23. Other than sitting fees no remuneration was paid.	Rs.0.91 lacs sitting fees paid for the Meetings attended during the Financial Year 2022-23. Other than sitting fees no remuneration was paid.
Shareholding in this company	NIL	NIL
Disclosure of relationships between directors inter-se	Relationship with directors, Manager & KMP - NIL	Relationship with directors, Manager & KMP - NIL
No of Board Meetings held and attended during the Financial Year 22-23.	5/5	5/5
Name(s) of other entities in which holding of directorship	1. Dewa Properties Limited 2. IG3 Infra Limited 3. The Great Indian Linen and Textile Infrastructure Company Private Limited 4. Grand Luxe Hotels limited	NIL
Chairpersonship/ Membership in committees of other Entities	Audit Committee IG3 Infra Limited Stakeholder Relationship Committee NIL	NIL
Names of listed entities from which the person has resigned in the past three years.	NIL	NIL

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

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 May 29, 2023, approved the appointment of Dr. S. Aneesh Sekhar, IAS., as Non-Executive Additional Director of the Company with effect from May 29, 2023.

Dr. S. Aneesh Sekhar, IAS., is eligible to hold the office up to the date of this 32nd Annual General Meeting. An ordinary resolution seeking the approval of shareholders is placed in this 32nd Annual General Meeting.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

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

Item No. 6:

Tmt. Unnamalai Thiagarajan was appointed as the Managing Director of the Company at the 27th Annual General Meeting held on 09th August 2018 for a fixed term of 5 years w.e.f. 29th September 2018 to 29th September 2023. The said tenure shall expire on 29th September 2023.

The Nomination and Remuneration Committee at its meeting held on 14th August 2023 recommended to the Board for re-appointment of Tmt. Unnamalai Thiagarajan as Managing Director for a further period of 5 years.

The Board of Directors of the Company at its meeting held on Monday, 14th August 2023 had approved the re-appointment of Tmt. Unnamalai Thiagarajan as Managing Director of the Company for a period of 5 years with effect from 30th September 2023 subject to the approval of the members at their 32nd Annual General Meeting of the Company without any changes in the existing remuneration of Rs. 14 lacs p.a.

Tmt. Unnamalai Thiagarajan satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for appointment. She is not disqualified from being a Director in terms of Section 164 of the Act.

She provided her consent for such reappointment and has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018, issued by the BSE Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies.

In compliance with the provisions of Sections 196 and 197 and other applicable provisions of the Act, read with Schedule V to the Act read with and Regulation 17 of SEBI Listing Regulations, the terms of re-appointment and remuneration of Tmt. Unnamalai Thiagarajan as

specified above, are now placed before the Members for their approval. The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

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

Disclosures, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, are follows for Item No. 5 & 6.

Name of Director	Dr. Aneesh Sekhar Somasekharannair	Tmt. Unnamalai Thiagarajan
DIN	07887010	00203154
Age	37	63
Nationality	Indian	Indian
Qualification	I.A.S & M.B.B.S	B.A. B.L.,
A Brief resume of the Director	Dr. S. Aneesh Sekhar is an Indian Administrative Service Officer. He is the Chairman of our Company. He is also a Managing Director of Electronics Corporation of Tamil Nadu Limited and holds directorship in various companies.	Tmt.Unnamalai Thiagarajan is the Managing Director of the Company. She also holds directorship in various companies. She is a Law Graduate and having 25 plus years of experience in Business Management, Legal and Plantation Management.
Experience and Expertise in specific functional areas	Dr. S. Aneesh Sekhar has served the Government in various capacities and worked in public sector companies.	25 plus years of experience in Business Management, Legal and Plantation Management
Date of first appointment to the Board	29.05.2023	08.08.2003
Terms of Re-appointment	Appointment as Chairman and Non-Executive Director.	Re-appointed for a period of 5 years with effect from 30th September, 2023
Revised Remuneration sought to be paid	Not Applicable	Rs. 14,00,000/- p.a.
Remuneration last drawn for the Financial Year 2022-23	Not Applicable	Rs. 14,00,000/- p.a.

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Name of Director	Dr. Aneesh Sekhar Somasekharannair	Tmt. Unnamalai Thiagarajan
Shareholding in this Company	NIL	500 Equity Shares
Disclosure of relationships between directors inter-se	Relationship with directors - NIL	Relationship with directors- NIL
	Relationship with Manager- NIL	Relationship with Manager- NIL
	Relationship with Key Managerial Personnel - NIL	Relationship with Key Managerial Personnel - NIL
No of Board Meetings held and attended during the Financial Year 2022-23	Not Applicable	5/5
Name(s) of other entities in which holding of Directorship	Electronics Corporation of Tamil Nadu Limited	Magna Foods and Proteins Private Ltd
	Tidel Park Coimbatore Limited	Weavers Harvest (India) Private Limited
	Ravichandra Systems and Computer Services Limited	Total Technology & Solutions Private Limited
	Tamilnadu Arasu Cable T.V. Corporation Public Limited	Totsol Infrastructure Projects Management Private Limited
	Tamilnadu Fibrenet Corporation Limited	Larger Infrastructure Projects Management Private Limited
	Chennai Smart City Limited	Madura Infrastructure Projects Management Private Limited
	DCL Software Limited	Professional Infrastructure Projects Management Private Limited
	Intwel Technologies Limited	IG3 Infra Limited
	Kody Teck Limited	The Great Indian Linen And Textile Infrastructure Company Private Limited

Name of Director	Dr. Aneesh Sekhar Somasekharannair	Tmt. Unnamalai Thiagarajan
	Tidel Park Limited	Fugo Foods Private Limited Stur Power Sector Management Private Limited Rukmini Investments Private Limited Rukmini Industrial Corpn.Pvt. Ltd. Heritage Welfare Foundation Chennai One Foundation
Chairpersonship/ Membership in committees of other Entities		Please refer Corporate Governance Report
Names of listed entities from which the person has resigned in the past three years.	NIL	NIL

Place: Chennai

Date: August 14, 2023