

February 27, 2026

To,
BSE Limited
Corporate Relationship Dept,
P.J. Tower, Dalal Street,
Mumbai- 400 001

Name of the Scrip: Esaar (India) Ltd
Scrip Code - 531502

Subject: Notice of Extra-Ordinary General Meeting ("EGM") of the Esaar (India) Limited ("The Company")

Dear Sir / Madam,

Pursuant to the Regulations 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of the Extra-Ordinary General Meeting along with the explanatory statement of the Company scheduled to be held on Monday, March 23, 2026 at 03.00 p.m. through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

This is for your information and records.

Thanking you,

Yours faithfully,
For Esaar (India) Ltd

Bipin D Varma
Whole-Time Director
DIN: 05353685
Enclosure: a/a

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING ("EGM") OF THE MEMBERS OF ESAAR (INDIA) LTD ("THE COMPANY") WILL BE HELD ON MONDAY, MARCH 23, 2026 AT 3:00 P.M. IST THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

Item No. 1

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company the consent of members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 61,50,00,000/- (Rupees Sixty-one Crores Fifty Lakhs Only) divided into 6,15,00,000 (Six Crores Fifteen Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs 81,50,00,000/- (Rupees Eighty-One Crores Fifty Lakhs Only) consisting of 8,15,00,000 (Eight Crores Fifteen Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each by the creation of additional Rs. 20,00,00,000 (Rupees Twenty Crore only) share capital ranking pari passu in all respect with the existing Equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause 5.

"The Authorised Share Capital of the Company is Rs. 81,50,00,000/- (Rupees Eighty-one Crores Fifty Lakhs Only) divided into 8,15,00,000 (Eight crore Fifteen Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each."

RESOLVED FURTHER THAT any Director or Key Managerial Personal (KMP) of the Company be and is hereby severally authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution."

Item No. 2

REGULARIZATION OF MR. SHIVANSHU PANDEY (DIN: 06916787) AS DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161, and the Companies (Appointment and Qualification of Directors) Rules, 2014, any other applicable provisions of the Companies Act, 2013 ("Act"), Regulation 17 and other applicable provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, and in accordance with Articles of Association of the Company and based on the recommendation received from the Nomination and Remuneration Committee and approval of Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to regularise the appointment of Mr. Shivanshu Pandey (DIN: 06916787), who was appointed as an Additional Director (Executive Capacity) with effect from December 23, 2025, pursuant to Section 161 of the Act and who holds office up to the date of this Extraordinary General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director, Key Managerial Personnel and the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

Item No. 3

RE-APPOINTMENT OF MR. VAIBHAV SHASTRI (DIN: 02136309) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Vaibhav Shastri (DIN: 02136309), who was appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years commencing from April 29, 2021 up to April 28, 2026 (both days inclusive) and who is being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable

to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from April 29, 2026 to April 28, 2031 (both days inclusive).”

By Order of the Board

Sd/-

Bipin D Varma

Whole - Time Director

DIN: 05353685

Mumbai, February 25, 2026

Registered Office:

Esaar (India) Ltd
Shop No. 06, Prathamesh Avenue,
Datta Mandir Road, Malad East,
Mumbai - 400 097
CIN: L67120MH1951PLC222871

Notes:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorised signatory, authorising their representatives to attend and vote on their behalf at the Meeting. Signature on the resolution should match with the Specimen Signature.
4. Members attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The result of the e-voting shall be published by the Director of the Company on or before Wednesday, March 23, 2026.
6. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as

the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/ AGM will be provided by NSDL.

8. The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, March 17, 2026 to Thursday, March 19, 2026 (both days inclusive) for the purpose of EGM of the Company.
9. Members holding shares in dematerialised form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to RTA / Company at their email addressed given above.
10. In case of joint holders attending the EGM, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote provided the votes are not already cast by remote e-voting by the first holder.
11. The Notice of EGM is being sent in electronic mode to Members whose e-mail address is registered with the Company or the DP. Members (Physical/Demat) who have not registered their e-mail addresses with the Company can get the same registered by requesting our RTA at e-mail addresses given above.
12. Any person whose name appears in the register of members as on the cut-off date i.e. March 16, 2026 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
13. E-voting cut-off date is Monday, March 16, 2026. E-voting period begins on Friday, March 20, 2026 at 9:00 a.m. and ends on Sunday, March 22, 2026 at 5:00 p.m.
14. To receive communications through electronic means, including Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with RTA by emailing at support@purvashare.com. Further, the Company has availed the services offered by NSDL to update email addresses of shareholders of the Company having their holding with a depository participant registered with NSDL and have not registered their email addresses. Members are requested to register their email id and support the green initiative efforts of the Company.
15. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/ AGM has been uploaded on the website of the Company at www.esaar.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsd.com.

16. In case a person becomes a member of the Company after dispatch of e-EGM Notice, and is a member as on the cut-off date for e-voting, such person may obtain the user id and password from RTA by email request on support@purvashare.com.
17. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to cs@esaar.in for obtaining the Notice of e-EGM.
18. Members may avail nomination facility in respect of their holdings. Those holding shares in physical form may obtain the nomination form from the RTA. Those holding shares in demat form may approach their DP for registering the nominations.
19. The Board of Directors have appointed M/s. Shekhawat & Associates, Practising Company Secretaries as the Scrutiniser to the e-voting process and voting at the AGM in a fair and transparent manner.
20. 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 questions and number of speakers depending upon the availability of time as appropriate for smooth conduct of the EGM.
21. Since the EGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.
22. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, March 20, 2026 at 9:00 A.M. and ends on Sunday, March 22, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, March 16, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, March 16, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are 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 4. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

| | |
|---|---|
| | <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) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

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

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

| Login type | Helpdesk details |
|---|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911</p> |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csmonikasankhla@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 www.esaar.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@esaar.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@esaar.in. The same will be replied by the company suitably.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 1.

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY.

Considering the overall business growth and future expansion and the operational needs of the Company, the Company needs to raise funds for its operations by means of issuance of equity shares and/or other eligible securities convertible into or exchangeable into equity shares of the Company, in one or more tranches, through such permissible modes as may be allowed under applicable law, including but not limited to rights issue, qualified institutions placement, preferential issue, private placement or any other method. While the Company is considering the various options, it is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013 and its corresponding rules, amendments thereof to consider option of raising equity funds as per the applicable provisions of the Companies Act, 2013 and rules made thereunder and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations"), collectively known as SEBI Regulations, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as amended from time to time.

Section 61 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) provides that a limited company having a share capital may, if so authorized by its Article of Association, with the consent of its Board of Director(s) and its members in its general meeting, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares. The present Article of Association empowers the Company to increase its Authorised Share Capital. Accordingly, it is proposed to increase the Authorised Share Capital of the Company from Rs. 61,50,00,000/- (Rupees Sixty One Crore Fifty Lakhs Only) divided into 6,15,00,000 (Six Crores Fifteen Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 81,50,00,000 /- (Rupees Eighty One Crores Fifty Lakhs Only) divided into 8,15,00,000 (Eight Crore Fifteen Lakhs) equity shares of Rs. 10/- (Rupees Ten only). Consequently, the existing clause 5 of the Memorandum of Association of the Company needs to be altered accordingly. The above-mentioned increase in the Authorised Share Capital of the Company and subsequent alteration of aforesaid clause of Memorandum of Association will require approval of the Members.

Accordingly, the resolutions at Item No. 1 of this Notice is recommended by the Board of Directors of the Company for the approval of the members as an Ordinary resolution. The same is also available on the website of the Company, www.esaar.in to facilitate online inspection till the conclusion of the ensuing EGM.

None of the Directors/Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution(s) as mentioned at item no.1 above, except to the extent of their shareholding, if any.

Item No. 2

REGULARISATION OF APPOINTMENT OF MR. SHIVANSHU PANDEY, HAVING DIN: 06916787 AS DIRECTOR (EXECUTIVE CAPACITY) OF THE COMPANY

The Board of Directors of the Company at its meeting held on December 23, 2025 approved the appointment of Mr. Shivanshu Pandey, having DIN: 06916787 as an Additional Director (Executive Capacity) of the Company with effect from December 23, 2025.

Further in pursuance to regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021, provides that the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is obtained at the next general meeting of the members of the Company. Accordingly, the approval of the Members is sought towards the regularisation of appointment of Mr. Shivanshu Pandey (DIN: 06916787), as the Director (Executive Capacity) of the Company.

The Company has received from Mr. Shivanshu Pandey, having DIN: 06916787 his consent in writing to act as Director in the Company and intimation to the effect that he is not disqualified under Section 164(2) of the Act. A copy of resolution passed by the Board of Directors in its meeting held on February 25, 2026, approving the aforesaid proposal along with other documents is available for inspection by the members at the registered office between 11:00 AM to 1:00 PM on all working days till the last date of the e-voting.

The disclosure in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also provided hereunder in **Annexure-I**.

None of the Promoters, Promoter Group, Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested or deemed to be concerned or interested, financially or otherwise, in this resolution. The Board recommends the Ordinary Resolution as set out in Item No.: 2 of the Notice for approval by the Members.

Item No. 3

RE-APPOINTMENT OF MR. VAIBHAV SHASTRI (DIN: 02136309) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Vaibhav Shastri (DIN: 02136309) is currently an Independent Director of the Company, Member of Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee.

Mr. Vaibhav Shastri was appointed as an Independent Director of the Company on April 29, 2021 for a period of 5 (five) consecutive years commencing from April 29, 2021 upto April 28, 2026 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on February 25, 2026, proposed the re-appointment of Mr. Shastri as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from April 29, 2026 upto April 28, 2031 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mr. Vaibhav Shastri holds a Bachelors degree of Commerce. She is an Independent Director of the Esaar (India) Limited from last 5 years and has over 25 years of extensive experience in field of Sales, Marketing and Distribution in the industry of electronic devices. He has worked with Companies like Universal Digital Connect Ltd, Teleecare Networks India Pvt Ltd, Micromax Informatics Ltd, Telemart Communications India Pvt Ltd, Brightpoint India Pvt Ltd, Reliance Infocomm, etc.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Shastri's qualifications and the rich experience of over two decades in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Shastri continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing her candidature for the office of Director. The Company has received a declaration from Mr. Shastri confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Shastri has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that

could impair or impact her ability to discharge his duties. Mr. Shastri has also confirmed that he 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 BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Shastri has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Shastri has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Shastri fulfils the conditions specified in the Act, rules thereunder and the SEBI LODR for re-appointment as an Independent Director and that he is independent from the Management. The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at www.esaar.in.

The disclosure in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also provided hereunder in **Annexure-2**.

None of the Promoters, Promoter Group, Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested or deemed to be concerned or interested, financially or otherwise, in this resolution. The Board recommends the Special Resolution as set out in Item No.: 3 of the Notice for approval by the Members.

By Order of the Board

Sd/-

Bipin D Varma

Whole - Time Director

DIN: 05353685

Mumbai, February 25, 2026

Registered Office:

Esaar (India) Ltd
Shop No. 06, Prathamesh Avenue,
Datta Mandir Road, Malad East,
Mumbai - 400 097
CIN: L67120MH1951PLC222871

Annexure-A

DETAILS OF DIRECTOR

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings]

MR. SHIVANSHU PANDEY

| Sr. No. | Details of events that needs to be provided | Information of such event(s) |
|----------------|--|--|
| 1 | Name | Mr. Shivanshu Pandey |
| 2 | DIN | 06916787 |
| 3 | Date of Birth | 20/03/1992 |
| 4 | Age | 34 |
| 5 | Qualification | Graduate |
| 6 | Date of First Appointment | December 23, 2025 |
| 7 | Experience in specific area | Mr. Shivanshu Pandey has broad corporate expertise in governance, strategic decision-making, business management, and organizational leadership, contributing to effective board-level oversight and long-term strategic planning. |
| 8 | Directorship in other Companies | Nil |
| 9 | Disclosure of relationships between Directors (In case of Appointment of Director) | Mr. Shivanshu Pandey does not have pecuniary relationship either financially or otherwise with any Directors of the Board. |
| 10 | Committee positions held in other Companies | Nil |
| 11 | No. of shares held in the Company | Nil |

Annexure-B

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings]

MR. VAIBHAV SHASTRI

| Sr. No. | Details of events that needs to be provided | Information of such event(s) |
|----------------|---|---|
| 1 | Name of the Director | Vaibhav Shastri |
| 2 | DIN | 02136309 |
| 3 | Date of Birth | 10/10/1976 |
| 4 | Age | 50 Years |
| 5 | Qualification | Graduate |
| 6 | Date of First Appointment | April 29, 2021 |
| 7 | Expertise in specific functional areas | Mr. Vaibhav Shastri is an Independent Director of the Esaar (India) Limited from last 5 year. He has over 25 years of extensive experience in the field of Sales, Marketing and Distribution in the industry of electronic devices. |
| 8 | Disclosure of relationships between Directors (In case of Appointment of Director) | Mr. Vaibhav Shastri does not have pecuniary relationship either financially or otherwise with any Directors of the Company. |
| 9 | Directorships in other Companies (excluding foreign companies) | Nil |
| 10 | Skills and capabilities required for the role and the manner in which the Directors meet the requirements | He has over 25 years of extensive experience in the field of Sales, Marketing and Distribution in the industry of electronic devices. |
| 11 | No. of shares held in the Company | Nil |