

To,

Date: 26th August, 2019

The Manager- Listing Department
National Stock Exchange India Limited
'Exchange Plaza', C-1 Block G,
Bandra Kurla complex,
Bandra (E), Mumbai 400051.

Ref: NSE Symbol: MINDPOOL

Kindly attention: Concerned Officer

Dear Sir/ Madam,

Subject: Notice of 9th Annual General Meeting for the Financial Year ended 2018-19.

Dear Sir,

Please find enclosed herewith the Notice of 9th Annual General Meeting of the Company to be held Friday, September 20, 2019 at Pune.

Kindly acknowledge receipt of the same and take the same on record.

Thanking you,

Yours faithfully,

For, **Mindpool Technologies Limited**

(formerly known as Mindpool Technologies Private Limited)



Priyal Singh

Company Secretary & Compliance Officer

Encl. above



MINDPOOL TECHNOLOGIES LIMITED

(Formerly Known as Mindpool Technologies Private Limited)

Regd. Office C/102/9, Pune IT Park, Bhau Patil Marg, Bopodi, Pune, Maharashtra - 411020. (INDIA)



NOTICE OF 9th ANNUAL GENERAL MEETING

MINDPOOL TECHNOLOGIES LIMITED

REGISTERED OFFICE: Unit No. 102/9 1st Floor, Building 'C', Pune IT Park, Bopodi, Pune MH 411020 IN

website: www.mindpooltech.com E-mail: cs@mindpooltech.com Contact: 9022909118
(CIN: U72900PN2011PLC138607)

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 9th ANNUAL GENERAL MEETING OF THE MEMBERS OF MINDPOOL TECHNOLOGIES LIMITED TO BE HELD AT KEYS PRIMA HOTEL PARC ESTIQUE, VIMAN NAGAR, NAGAR ROAD, OPP. INORBIT MALL, PUNE 411014 MH IN ON SEPTEMBER 20, 2019 FRIDAY AT 4:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at March 31, 2019 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon.
2. To reappoint Dattatreya Pendyal (DIN: 08083948), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To consider and appoint statutory auditor m/s R B Sharma and Co. for the term of five years

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, due to completion of the term of the previous statutory auditor M/s P S D & Associates thereof R B Sharma and Co. , Chartered Accountant, (Firm Registration No. 109971 (w)) be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this 9th Annual General Meeting till the conclusion of 14th Annual General Meeting of the Company i.e 2019-20 till 2023-24 at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable Goods and Service taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.

RESOLVED FURTHER THAT the any Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

SPECIAL BUSINESS:

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

4. Ratification of Managerial Remuneration Payable to Mr. Ritesh Sharma, Chairman and Managing Director of the Company

“RESOLVED THAT pursuant to Sections 196, 197 read with Schedule V and other applicable provisions of if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014(including any statutory modifications or re-enactment(s) thereof for the time being), consent of the Board of Directors of the company be and is hereby accorded subject to the approval of shareholders at the ensuing General Meeting for ratifying the remuneration of Mr. Ritesh Sharma, (DIN: 02676486),Chairman and Managing Director of the Company for a period of Three years on such terms and conditions as set out below with liberty to the Board of Directors (herein after referred to as Board, which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and condition of the said appointment from time to time subject to provisions of Section 197 and Schedule V of the Companies Act, 2013 or any amendment thereto or any re-enactment thereof as may be agreed to between of the Board of Directors and Mr. Ritesh Sharma.

RESOLVED FURTHER THAT Mr. Ritesh Sharma shall be not be liable to retire by rotation and shall be entitled to remuneration of Rs. **17,29,992** (Rupees Seventeen Lakhs Twenty Nine thousand Nine Hundred and Ninty Two Only) gross Cost to Company (CTC) as per details given herein below:

BIFURCATION OF CTC	Amount (in Rs.)
Gross CTC per annum	1,729,992
Less : Bonus	0
Gross CTC net of bonus (per annum)	1,729,992
Months	12
Gross CTC net of bonus (per month)	144,166/month

Net Salary Payable Per Month

Basic	72,083
DA	0
HRA	28,833
LTA	5,417
Conveyance Allowance	5,000
Medical Allowance	1,250
Special Allowance	21,783
Attire Allowance	4,000
Home Furnishing	4,000
Telephone Allowance	1,800
Gross Salary Payable	144,166
Less : Professional Tax	200
Net Salary Payable	143,966

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profit in any financial year during the tenure of Mr. Ritesh Sharma as Chairman and Managing Director, the Company does not earn any profits or earns inadequate profits, the Company shall be authorized to adjust the above remuneration in accordance with the provisions of Schedule V of the Act, subject however that the remuneration so paid shall be subject to review after the expiry of such period of 3 (three) years.

RESOLVED FURTHER THAT to give effect to this resolution the Board be and is hereby authorised to do all the acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, intimating ROC Pune, Concerned Stock Exchange and writings as may be necessary, proper, desirable or expedient.”

Registered Office:

Unit No. 102/9 1st Floor, Building ‘C’,
Pune IT Park, Bopodi, Pune
MH 411020 IN

Place: Pune
Date: 12th August, 2019

By Order of the Board of Directors
For, Mindpool Technologies Limited
(Formerly known as Mindpool Technologies Private Limited)

Sd/-

Ritesh Ramavtar Sharma
DIN 02676486
Chairman & Managing Director

NOTICE OF 9th ANNUAL GENERAL MEETING

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument of Proxy in order to be effective and valid, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form MGT -11 is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 members provided shareholding of those members in aggregate should not be more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") is also annexed.
4. Members are requested to bring their attendance slip along with copy of the report and accounts to Annual General Meeting. Duplicate attendance slips shall not be issued.
5. Relevant documents referred to in the accompanying Notice & Explanatory Statement would be available for inspection by the members at the Registered Office of the Company on all working days, except Saturday / Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
6. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence, so as to enable the Company to address any future communication at their correct address.
7. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
8. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days prior to the Annual General Meeting so that the requested information can be made available at the time of the meeting.
9. Members holding shares in physical forms are requested to consider converting their holding to dematerialized

form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's Registrar and Transfer Agent, Bigshare Services Private Limited, for assistance in this regard. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience.

10. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
11. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
12. No gifts shall be provided to members before, during or after the AGM.
13. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH- 13 duly filled, to Bigshare Services Private Limited., Registrar and Transfer Agent of the Company. Members holding shares in electronic form may contact their respective depository participants for availing this facility.
14. Rule 11 of the Companies (accounts) Rules, 2014 permits circulation of Annual Report through electronic means to such of the shareholders whose e-mail addresses are registered with NSDL or CDSL or the shareholders who have registered their e-mail IDs with the Company to receive the documents in electronic form and physical copies to those shareholders whose e-mail IDs have not been registered either with the Company or with the depositories. To support "Green Initiative in Corporate Governance" Electronic copy of the Annual Report for 2019 is being sent to all the members who's Email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2019 is being sent in the permitted mode. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
15. Members are requested to address all correspondence pertaining to their securities mentioning either the Folio Number/Client ID or DP ID numbers, as applicable, including any change of address, if any, to the Registrar and Transfer Agent of the Company viz.:

Bigshare Services Pvt Ltd

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059,

Maharashtra. Contact: + 91-22-6263 8200 Fax: +91-22-6263 8299 email: investor@bigshareonline.com

Website: www.bigshareonline.com

16. Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository participants and in respect of old shares held in physical form with the Company's Registrar & Share Transfer Agent. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.
17. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports & other communications through electronic mode to those members whose email IDs are registered with the Company. As per provisions of Section 20 of the Companies Act, 2013 read with

Rules there under, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to the Company from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules there under. Printed copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of voting along with Attendance Slip and Proxy Form is being sent to all members in the permitted mode.

18. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2019 will also be available on the Company's website www.mindpooltech.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: mail to: cs@mindpooltech.com.
19. A route map showing direction to reach the venue of the 9th AGM is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting.

20. VOTING SYSTEM:

- Pursuant to the provisions of section 108 of the Companies Act, 2013, rules 20 and 21 of the Companies (Management & Administration) Rules 2014 and sub Reg. (1) & (2) of Reg. 44 of SEBI (LODR) Regulations, 2015, the Company is not required to provide mandatorily to its members the electronic facility to exercise their right to vote at the AGM. Therefore, in terms the provisions of section 108 of the Companies Act, 2013, at any general meeting, a resolution put to the vote of the meeting shall, unless a poll is demanded under section 109 or the voting is carried out electronically, be decided on a show of hands. A declaration by the Chairman of the meeting of the passing of a resolution or otherwise by show of hands under sub-section (1) and an entry to that effect in the books containing the minutes of the meeting of the Company shall be conclusive evidence of the fact of passing of such resolution or otherwise.
- Every Member entitled to vote on a Resolution and present in person shall, on a show of hands, have only one vote irrespective of the number of shares held by him.
- A Proxy cannot vote on a show of hands.
- A Member who is a related party is not entitled to vote on a Resolution relating to approval of any contract or arrangement in which such Member is a related party.
- The Members of the Company holding shares on the "cut-off date" of Friday, 13th September, 2019 are entitled to vote on the resolutions proposed and attend the AGM. Cut-off date means the date 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.
- The results of the voting will be placed by the Company on its website www.mindpooltech.com within 48 hours from the conclusion of the AGM and also communicated to the NSE- EMERGE (platform) stock exchange, where the shares of the Company are listed.

- The resolutions proposed will be deemed to have been passed on the date of the AGM subject to the receipt of the requisite number of votes in favor of the resolutions.

Registered Office:

Unit No. 102/9 1st Floor, Building 'C',
Pune IT Park, Bopodi, Pune
MH 411020 IN

Place: Pune

Date: 12th August, 2019

By Order of the Board of Directors
For, Mindpool Technologies Limited
(Formerly known as Mindpool Technologies Private Limited)

Sd/-

Ritesh Ramavtar Sharma
DIN 02676486
Chairman & Managing Director

NOTICE OF 9th ANNUAL GENERAL MEETING

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

Item No. 4

Ratification of Managerial Remuneration of Mr. Ritesh Sharma, (DIN 02676486) Chairman and Managing Director of the Company:

Mr. Ritesh Sharma, (DIN 02676486) Chairman and Managing Director equipped with more than 15 years of experience in IT Staffing and Consulting industry, he is the Promoter and Managing Director of our Company. He has been associated with our company since inception. He holds Bachelor's degree in commerce. He oversees our Business Operations and is also involved in Strategy Consulting, Business Plan, Sales Strategy Development, IT Solutions and Service delivery across India & North America.

The Board of Directors at their meeting held on 12th August, 2019 along with Nomination and Remuneration Committee recommended to ratify the current managerial remuneration payable to him in the ensuing annual General Meeting as at the time of his appointment as Managing Director of the Company Mindpool Technologies was a Private Limited Company. Hence it is proposed to ratify the managerial remuneration payable to him by obtaining members approval. The approval of the members is being sought to the terms, conditions and stipulations for the remuneration of Rs. 17,29,992 (Rupees Seventeen Lakhs Twenty Nine thousand Nine Hundred and Ninty Two Only) gross Cost to Company (CTC) .

In view of the provisions of Sections 196, 197, and any other applicable provisions of the Companies Act, 2013, the Board recommends the Resolution set out at Item No. 4 of the accompanying notice for the approval of the Members and contain the following information:

- Name of the Director or Key Managerial Personnel who is related, if any and Nature of Relationship- Mrs. Poonam Ritesh Sharma, Whole-Time Director of our Company is the Wife of Mr. Ritesh Sharma.
- Name of entities where the director is having interests: Mr. Ritesh Sharma is the Director in Mindpool Technologies INC, USA
- Nature, material terms, monetary value and particulars of the contract or arrangement-NIL
- Any other information relevant or important for the members to take a decision on the proposed resolution-NIL

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.



NOTICE OF 9th ANNUAL GENERAL MEETING

ATTENDANCE SLIP

9TH ANNUAL GENERAL MEETING ON FRIDAY, 20TH SEPTEMBER, 2019

Name and Address of Shareholder	Folio No.
No. of Shares	Client ID

I hereby record my presence at the 9th Annual General Meeting of the Company at Keys Prima Hotel Parc Estique, Viman Nagar, Nagar Road, Opp. Inorbit Mall, Pune 411014 MH IN on Friday, 20th September, 2019 at 4.00 P.M.

Shareholder / Proxy name in block letters

Signature of the Shareholder or Proxy

Email Address:

Note:

- A) Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.
 - B) Shareholder/Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.
- _____



NOTICE OF 9th ANNUAL GENERAL MEETING

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Management and Administration Rules, 2014]

Name of the Company	MINDPOOL TECHNOLOGIES LIMITED
CIN	U72900PN2011PLC138607
Registered Office	Unit No. 102/9 1st Floor, Building 'C' , Pune IT Park, Bopodi, Pune MH 411020 IN
Name of the Member(s):	
Registered address:	
E-mail Id:	
Folio No. /Client Id & DP. Id:	

*I/We.....being a member / members holdingshares of
MINDPOOL TECHNOLOGIES LIMITED hereby appoint:*

1	Name:	Address:
	Email ID:	Signature:
2	Name:	Address:
	Email ID:	Signature:
3	Name:	Address:
	Email ID:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of the company, to be held on Friday, 20th September, 2019 at 4.00 P.M. at Keys Prima Hotel Parc Estique, Viman Nagar, Nagar Road, Opp. Inorbit Mall, Pune 411014 MH IN and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Description.	No. of shares held	FOR	AGAINST
1	To receive, consider and adopt the Standalone and consolidated Audited Balance Sheet as at March 31, 2019 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon.			
2	To reappoint Dattatreya Pendyal (DIN: 08083948), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.			
3	To consider and appoint statutory auditor m/s R B Sharma and Co for the term of five years			
4	Ratification of Managerial Remuneration Payable to Mr. Ritesh Sharma, Chairman and Managing Director of the Company.			

Signed thisday of..... September, 2019.

Signature(s) of the Shareholder(s).....

Signature of Proxy Holder.....

Notes: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

NOTICE OF 9th ANNUAL GENERAL MEETING

ROUTE MAP TO THE VENUE OF THE 9th ANNUAL GENERAL MEETING ON FRIDAY, 20TH SEPTEMBER, 2019 AT 4.00 P.M

**VENUE: KEYS PRIMA HOTEL PARC ESTIQUE, VIMAN NAGAR, NAGAR ROAD, OPP. INORBIT MALL,
PUNE 411014 MH**

