

NOTICE OF 11TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 11TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MINDPOOL TECHNOLOGIES LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 17TH, 2021 AT 4:00 P.M. THROUGH VIDEO CONFERENCE / OAVM TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for Financial Year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon.**
- 2. To reappoint Mrs. Poonam Ritesh Sharma (DIN: 03397469), who retires by rotation pursuant to section 152(6) of the Companies Act 2013, at this Annual General Meeting and being eligible, offers herself for re-appointment.**

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(6) of the Companies Act, 2013 read with the rules made thereunder and the other applicable provisions of law, including any statutory modification(s) or reenactment thereof, for the time being in force (“Act”), the consent be and is hereby accorded to re-appoint Mrs. Poonam Ritesh Sharma (DIN: 03397469), who retires by rotation at this Annual General Meeting and being eligible and offers herself for re-appointment.”

SPECIAL BUSINESS:

- 3. To appoint Mr. Sunil Jain (DIN 08313434) as an Independent Director of the Company.**

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 Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or reenactment thereof, for the time being in force (“Act”) and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), (“Listing Regulations”), Mr. Sunil Jain (DIN: 08313434), who was appointed as an Additional Director of the Company on February 15, 2021 and who holds office upto the date of ensuing Annual General Meeting (“AGM”), who has submitted a declaration that he fulfills the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member, proposing his candidature for the office of

MINDPOOL TECHNOLOGIES LIMITED

Registered Add: 3rd & 4th ,SR NO 133/1/316111 GK MALL Near Konkane Chowk, Pimple Saudagar, Pune MH 411027 IN | Tel: 020- 66240089 | email:info@mindpooltech.com |Website: www.mindpooltech.com |

CIN: L72900PN2011PLC138607

USA | PUNE | BANGALORE | HYDERABAD |

Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from the date of his appointment, i.e. upto February 14th, 2026.

4. To consider the disinvestment in subsidiary Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 180 of the Companies Act, 2013 read with the applicable regulations of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments, alterations, notifications or circulars thereto, and any other laws as may be applicable for the time being in force, and notwithstanding any previous resolutions or orders passed by the Board or the members in their respective meetings, the consent of the members be and is hereby accorded to disinvest, sell, dispose-off, transfer and/or relinquish the holding of the Company in the equity share capital of S A Tech Software India Private Limited, being 2,19,296 equity shares of Rs. 10/- each equivalent to 51.02% shareholding, over a period of 4 years at fair market value.

RESOLVED FURTHER THAT the Managing Director of the Company be and is hereby authorized to sign, draft, execute such agreements, deeds, documents and instruments as may be necessary for carrying out the transactions and to delegate to any other Director, Company Secretary or Employee, any and all such duties and acts as he may deem necessary and to do or carry out all such acts, deeds, things and matters as may be necessary to give effect to this resolution.”

By Order of the Board of Directors
For, Mindpool Technologies Limited

Sanskar Prabhakar
Company Secretary
A65089

Place: Pune
Date: 21st August, 2021

NOTES:

- 1. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the relevant resolutions of this Notice is annexed herewith and the same should be taken as part of this Notice.**
- 2. General instructions for accessing and participating in the 17th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:**

- 2.1 In view of the outbreak of the COVID-19 social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively, issued by the Ministry of Corporate Affairs ('MCA Circulars') and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ('SEBI Circular') and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 11th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 11th AGM shall be the Registered Office of the Company, i.e. Mindpool Technologies Limited, 3rd & 4th ,SR NO 133/1/316111 GK Mall Near Konkane Chowk, Pimple Saudagar, Pune MH 411027 IN.
- 2.2 Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, in terms of the MCA Circulars, since the physical attendance of members has been dispensed with, 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 11th AGM. Institutional/ Corporate Shareholders (i.e. other than individuals HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting.
- 2.3 In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 2.4 Since the AGM will be held through VC/ OAVM Facility, the Route Map is not annexed to this Notice.
- 2.5 National Securities Depository Limited ('NSDL') will be providing facility for voting through remote e-Voting, for participation in the 11th AGM through VC/OAVM Facility and e-Voting during the 11th AGM.
- 2.6 Members may join the 11th AGM through VC/ OAVM Facility by following the procedure as mentioned below which shall be kept open for the members from 3:45 P.M. IST i.e. 15 minutes before the time scheduled to start the 11th AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 11th AGM.
- 2.7 The facility of participation at the 11th 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 AGM without restriction on account of first come first served basis.

- 2.8 The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 2.9 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 the Company is providing facility of remote e-voting to its Members holding shares in physical or dematerialized form, as on the cut-off date, being Friday, 10th September, 2021, to exercise their right to vote through electronic means from a place other than the venue of the Meeting on any or all of the businesses specified in the accompanying Notice (the “Remote e-voting”).
- 2.10 In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.mindpooltech.com.
- 2.11 The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

3. The Instructions and other information relating to remote e-voting are as under:-

- 3.1 The remote e-voting period begins on Monday, September 13, 2021 at 10:00 A.M. and ends on Thursday, August 16, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- 3.2 A person who is not a member as on the cut-off date should treat this Notice of 11th AGM for information purpose only.

4. The remote e-Voting process is explained herein below:

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 at <https://www.evoting.nsdl.com/>

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
<p><i>Individual Shareholders holding securities in demat mode with NSDL.</i></p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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. 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

- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

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
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.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022- 23058542-43

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 e-services 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 <u>IN300***</u> and Client ID is <u>I2*****</u> then your user ID is <u>IN300***I2*****</u> .
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is <u>I2*****</u> then your user ID is <u>I2*****</u>
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is <u>001***</u> and EVEN is <u>101456</u> then user ID is <u>101456001***</u>

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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status. Select "EVEN" of company for which you wish to cast your vote.
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.

5. General Guidelines for shareholders:

- 5.1. 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 sunil.nanal@kanjcs.com with a copy marked to evoting@nsdl.co.in and investors@mindpooltech.com.
- 5.2. 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.
- 5.3. 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 toll free no.: 1800-222-990/1800-224-430 or send a request to Mr. Anubhav Saxena, Assistant Manager at evoting@nsdl.co.in.
- 5.4. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 10th September 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Company/Bigshare. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 / 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 10th September, 2021, may follow steps mentioned in this Notice of the 11th AGM under “Access to NSDL e-Voting system”.

6. 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:

- 6.1. 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 investors@mindpooltech.com.
- 6.2. 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 investors@mindpooltech.com.

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.**

- 6.3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- 6.4. 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.

7. Instructions for members for attending the AGM through VC/ OAVM are as under:

- 7.1. Member will be provided with a facility to attend the AGM 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 link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General 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.
- 7.2. Members are encouraged to join the Meeting through Laptops for better experience.
- 7.3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 7.4. 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.

8. Procedure for Speaker Registration and to raise questions / seek clarifications with respect to Annual Report:

- 8.1. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending a request in the below given form from their Registered Email ID to investors@mindpooltech.com till Monday, September 13th, 2021. Only those member who have registered themselves as a Speaker will be allowed to express their views/ask questions during the AGM.

Speaker Registration Form *

Name of Shareholder (including joint holder)	
DPID-CLID /Folio Number	
Permanent Account Number (PAN)	
E-mail ID	
Mobile Number	
Query in brief	

* All fields are mandatory

- 8.2. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

- 8.3. 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 investors@mindpooltech.com. The same will be replied by the Company suitably.

9. The instructions for members for e-voting on the day of the AGM are as under:-

- 9.1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 9.2. Only those Members/ shareholders, who will be 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 in the AGM.
- 9.3. Members 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.

- 9.4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
10. 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 of this facility may send their nomination in the prescribed Form No. SH-13 duly filled, to Bigshare Services Private Limited ('Bigshare'), Registrar and Transfer Agent ('R&T') of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to investors@mindpooltech.com with subject line 'Inspection of AGM Documents'. The relevant documents will also be available for inspection by the members electronically during the 11th AGM on the website of the service provider <https://evoting.nsdl.com/>. Shareholder would be able to view documents under the EVEN of the Company after entering their log- in credentials. This notice and the Annual Report will also be available on the Company's website www.mindpooltech.com for download.
12. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.mindpooltech.com, and the website of the National Stock Exchange of India Limited at www.nseindia.com and on the website of Service Provider, <https://evoting.nsdl.com/>.
13. 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 physical form can submit their PAN and / or AADHAAR to the Company/Bigshare.
14. The Board of Directors has appointed Mr. Sunil Nanal, Designated Partner of Kanj & Co. LLP, Practicing Company Secretary as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.
15. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, within two working days of the conclusion of the AGM, a consolidated Scrutinizer'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.
16. The Results on above resolutions shall be declared within two working days of the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

17. The Results of voting declared along with Scrutinizer's Report(s) will be displayed on the website of the Company (www.mindpooltech.com) and on Service Provider's website (<https://evoting.nsdl.com>) and the same shall also be simultaneously communicated to the National Stock Exchange of India Limited (NSE).

Explanatory Statement to Ordinary Business Pursuant to Section 102 of the Companies Act, 2013:

Item No. 2:

ADDITIONAL INFORMATION ON DIRECTORS BEING APPOINTED / RE-APPOINTED AS REQUIRED UNDER REGULATION 26(4) & REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

SR. NO.	PARTICULARS	DETAILS
1	Name of the Director and DIN	Poonam Ritesh Sharma – DIN03397469
2	Designation	Whole-Time Director
3	Date of Birth	15/04/1981
4	Qualification	B.Com & B.ED
5	Date of Original Appointment	21/02/2011
6	No. of Board Meetings attended during the Year	05
7	Experience and Expertise	Poonam Sharma aged 39 years, is the Promoter and Whole Time Director of the Company. She holds a Bachelor's degree in commerce and has completed her B.ED (Bachelor of Education) from Pt. Ravishankar Shukla University, Raipur. She has been associated with the company since inception. She is looking after the Human Resource and administration Operations of the Company.
8	Relationship between Directors, Manager and other Key Managerial Personnel	Mr. Ritesh Sharma, Chairman & Managing Director of the Company is the Husband of Mrs. Poonam Ritesh Sharma.
9	Directorship in other Companies	Director of Mindpool Technologies INC, USA and Director of S A Tech Software India Private Limited.
10	No. of Equity Shares held in the company	15,05,000 Equity Shares

11	Terms and conditions of reappointment & Remuneration sought for	Whole-time Director, remuneration applicable a per Section 197 of companies Act 2013.
12	Details of remuneration last drawn	Rs. 10,76,309/- Per annum [FY 2020-21]
13	Chairmanship/Membership of Committees in the Board of other Companies	NIL

Item No.3

TO APPOINT MR. SUNIL JAIN (DIN 08313434) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Sunil Jain (DIN 08313434) as an Additional Director- Independent w.e.f. February 15th, 2021. In terms of Section 161(1) read with Section 149 of the Companies Act, 2013 alongwith Articles of Association of the Company, Mr. Sunil Jain holds office as an Additional Non-Executive Independent Director only up to the date of the ensuing Annual General Meeting. Mr. Sunil Jain, being eligible has offered himself for appointment as a Non-Executive Independent Director. The Company has received notice in writing under the provisions of Section 160 of the Act, from the Nomination & Remuneration Committee and Mr. Sunil Jain proposing his candidature for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act. Since his appointment as an Independent Director has been recommended by the Nomination and Remuneration Committee, the provision regarding deposit of 1,00,000/- under Section 160 of the Act is not applicable pursuant to the proviso to sub-section 1 of Section 160. The Board of Directors is of the opinion that Mr. Sunil Jain's knowledge and varied experience will be of great value to the Company and has therefore, recommended the Resolution at Item No. 3 of this Notice relating to his appointment as an Independent Director being Non-Executive not liable to retire by rotation for your approval.

Brief profile:

Sunil Jain holds a Bachelor's degree in Tool Engineering and subsequently completed Post Graduation Diploma in Operations.

He has a 24+ years of industry experience in New Product Development for the Automotive Industry. His expertise is in Plastic Product development and Program Management of large Automotive Interiors Development.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for reappointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for upto two consecutive terms of Five years each.

In the opinion of the Board of Directors, Mr. Sunil Jain, fulfills the conditions for his appointment as an Independent Director as per the statutory requirements and possesses appropriate skills, experience and knowledge.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the members for a period of 5 (Five) consecutive years in the first term and not liable to retire by rotation.

A copy of the draft letter of appointment of Mr. Sunil Jain as an Independent Director stating the terms and conditions, is available for inspection by the Members at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel and their relatives are interested or concern in the resolution.

ADDITIONAL INFORMATION ON DIRECTORS BEING APPOINTED / RE-APPOINTED AS REQUIRED UNDER REGULATION 26(4) & REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

SR. NO.	PARTICULARS	DETAILS
1	Name of the Director and DIN	Mr. Sunil Jain (DIN 08313434)
2	Father's Name	Punamchand Devilal Jain
3	Date of Birth and age	05-08-1974; 47 Yrs
4	Date of Appointment on Board	15-02-2021
5	Brief resume	Sunil Jain holds a Bachelor's degree in Tool Engineering and subsequently completed Post Graduation Diploma in Operations. He has a 24+ years of industry experience in New Product Development for the Automotive Industry. His expertise is in Plastic Product development and Program Management of large Automotive Interiors Development.
6	Expertise in Specific Functional Area	Please refer item no 3 to the explanatory statement of the notice calling AGM.
7	Directorship in other Companies	None
8	No. of Equity Shares held in the company	8000

9	Chairmanship/Membership of Committees in the Board of other Companies	NIL
10	Number of Board meetings attended during the year	02
11	Shareholding in the Company of the spouse and immediate relatives of the Director	2500
12	Tenure and term of appointment	First Term 5(Five) years
13	Terms and conditions of appointment.	Non-Executive Independent Director not liable to retire by rotation
14	Remuneration Proposed	Shall be eligible for the following: <ul style="list-style-type: none"> • Siting fees for attending meetings of the Board or committee thereof or for any other purpose whatsoever as may be decided by the Board; • Reimbursement of expenses for participation in the Board and other meetings.
15	Relationship with other Directors or Key Managerial Personnel of the Company	NA

Item No.4

AUTHORIZATION TO BOARD OF DIRECTORS FOR DISINVESTMENT UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

The Company had invested an amount of INR 5.044 crores in the share capital of S A Tech Software India Private Limited (SA Tech) for acquiring 2,19,296 equity shares of INR 10/- each at a premium of INR 220/- each as per the Share-subscription and Share Purchase Agreement (SSPA), the Shareholder's Agreement and the consent of the Board of Directors of the Company granted in their meeting held on 23rd September 2019. In furtherance of the said investment, SA Tech became the subsidiary of the Company pursuant to the acquisition of the said equity shares equivalent to 51.02%.

SA Tech carries out the business operations mainly in the field of IT Staffing Services and is a renowned Company in the industry. However, the long-term objective of the Company and of SA Tech does not align on a linear platform as the Company's business operations are focused on overall digital business including web designing and other IT enabled services, i.e. to carry out other business operations than merely engaged in IT Staffing services.

Further, considering the scope and impact of the IT industry and web services, the Board of the Company is of the opinion that the investment made in SA Tech may be utilized in other areas of business which may result in long term growth of wealth of the investors as well as help in gaining superior benefits by the Company.

Therefore, the Board of Directors of the Company, on recommendation from the Audit Committee,

have passed a resolution in their meeting held on 21st August 2021 to disinvest in the subsidiary, i.e. SA Tech, over a period of 4 (four) years from this Annual General Meeting at fair market value.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except for Mr. Ritesh Sharma & Mrs. Poonam Sharma being Directors on Board of SA Tech, are concerned or interested, financially or otherwise, in this resolution.

The Board is of the opinion that the proposed transaction to disinvest in SA Tech is in the best interests of the Company, and therefore, recommends the Resolution set out in the Notice for the approval of the members by means of a Special Resolution.

For, Mindpool Technologies Limited

Sanskar Prabhakar
Company Secretary
A65089

Place: Pune
Date: 21st August, 2021