

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

Date: 1<sup>st</sup> September, 2022

**Ref: NSE Symbol: MINDPOOL**

**ISIN: INE00RQ01019**

Dear Sir/ Madam,

**Subject: Disclosure pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Outcome of 80<sup>th</sup> Meeting of Board of Directors [2<sup>nd</sup> BM FY 2022-23] held on Thursday, the 1<sup>st</sup> day of September, 2022 Through Video Conferencing/other Audio-Visual means sourced through the Registered Office of the Company.**

With reference to the captioned subject, we wish to inform you that:

- 1) The Meeting of the Board of Directors of the Company was held on Thursday, the 1<sup>st</sup> day of September, 2022 at 5:25 PM.
- 2) The Board of Directors of the Company have noted and/or approved the followings, viz.,
  - Noted the Secretarial Audit Report issued by M/s Kanj & Co. LLP, Company Secretaries for the FY ended March 31<sup>st</sup>, 2022.
  - Approved the re-appointment of Mr. Ritesh Sharma (DIN: 02676486) as the Chairman & Managing Director and fixed his remuneration, subject to approval of members by means of Special Resolution. (Brief Profile of Mr. Ritesh Sharma is attached as Annexure-I to this Outcome)
  - Approved the re-appointment of Mrs. Poonam Sharma (DIN: 03397469), as the Whole Time Director and fixed her remuneration, subject to approval of members by means of Special Resolution. (Brief Profile of Mrs. Poonam Sharma is attached as Annexure-II to this Outcome)
  - Appointed the appointment of Mr. Kaustubh Karwe (DIN: 08553122) as Non-Executive Independent Director of the Company for a Second Term of Five (5) Years, subject to approval of members by means of Special Resolution. (Brief Profile of Mr. Kaustubh Karwe is attached as Annexure-III to this Outcome)
  - Approved the appointment of Mr. Shailendrasingh Naiyyar (DIN: 0009723751) as Non-Executive Independent Director (Additional) for a term of Five (5) years, subject to approval of members by means of Ordinary Resolution for regularization. (Brief Profile of Mr. Shailendrasingh Naiyyar is attached as Annexure-IV to this Outcome)
  - Approved the draft Report of the Board of Directors for the FY ended March 31<sup>st</sup>, 2022.

**MINDPOOL TECHNOLOGIES LIMITED**

CIN: L72900PN2011PLC138607

[Regd Add: 3rd & 4th, Sr No 133/1/316111 GK Mall Near Konkane Chowk, Pimple Saudagar, Pune MH 411027]

| email: [info@mindpooltech.com](mailto:info@mindpooltech.com) | Website: [www.mindpooltech.com](http://www.mindpooltech.com) | Ph: 9561979197 |

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- Fixed the schedule for conducting 12<sup>th</sup> Annual General Meeting of the Company on Friday, 30<sup>th</sup> September, 2022 through Video Conferencing and other Audio-Visual means. The cut-off date for determining the eligibility for e-voting shall be 23<sup>rd</sup> September, 2022 i.e. not more than 7 days before the date of Annual General Meeting.
  - Approved the Notice calling the 12<sup>th</sup> Annual General Meeting of the Company.
  - Appointed Mr. Sunil Nanal, Designated Partner, KANJ & Co. LLP (Company Secretaries) as the scrutinizer for the e-voting process at the Annual General Meeting.
  - Approved the Annual Report for the FY 2021-22.
  - Appointed Mr. Rohit Kalamkar as the Internal Auditor of the Company for the FY 2022-23. (Brief Profile of Mr. Rohit Kalamkar is attached as Annexure-V to this Outcome)
  - Approved the change in composition of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee.
  - Noted the updates in various policies of the Company.
  - Other business matters.
- 3) Please take note that the said Meeting concluded at 6:00 P.M.
- 4) The Notice of the 12<sup>th</sup> Annual General Meeting of the Company and the Annual Report for FY 2021-22 would be submitted in due course as per the provisions of Regulation 34 of SEBI (LODR) Regulations, 2015.

This is for your information and record.

Thanking you,  
Yours faithfully,  
For, **Mindpool Technologies Limited**

**Sanskar Prabhakar**  
**Company Secretary & Compliance Officer**  
**ACS 65089**

**Annexure-I**

**BRIEF PROFILE OF RITESH SHARMA**

Sr. No.	Particulars	Details
1	Name of the Director and DIN	Ritesh Ramavtar Sharma – (DIN: 02676486)
2	Designation	Chairman & Managing Director
3	Date of Birth	20/05/1977
4	Qualification	Bachelor of Commerce
5	Date of Original Appointment as Director	21/02/2011
6	Date of Appointment as Managing Director	08/03/2018
7	Date & Term of Re-appointment	01/10/2022 till 30/09/2027 (5 years) [Subject to Approval of Members by Special Resolution]
8	No. of Board Meetings attended during the Year	06
9	Experience and Expertise	<p>Mr. Ritesh Sharma is the Promoter and Managing Director of the Mindpool Technologies Ltd. He is one of the most important pillars of the company since its inception. His knowledge, experience, leadership and guidance plays a vital role in Company's growth as a leading IT Staffing, Consulting, Development and Digital Marketing firm.</p> <p>He oversees the Business Operations and is involved in Strategy Consulting, Business plans, Sales Strategy Development, IT Solutions, and Service delivery across India &amp; North America.</p> <p>Alongwith a Bachelor's degree in commerce, Mr. Sharma has been Certified in Executive Leadership &amp; Leadership Foundations from LinkedIn. Having an experience of around two decades in the IT Consulting and Staffing industry, his sheer grit and passion has been able to propel the Company in a forward direction.</p>
10	Relationship between Directors, Manager and other Key Managerial Personnel	<p>Mr. Poonam Ritesh Sharma, Whole-Time Director of the Company is the wife of Mr. Ritesh Sharma.</p> <p>He is not related to any other Director or KMP of the Company</p>
11	Directorship in other Companies	Director of Mindpool Technologies INC, USA
12	No. of Equity Shares held in the company	15,05,000 Equity Shares
13	Terms and conditions of reappointment & Remuneration sought for	Managing Director for 5 years at an remuneration of Rs. 36 Lakhs as per Section 197 read with Schedule V of the Companies Act 2013.
14	Details of remuneration last drawn	Rs. 17,29,992/- Per annum [FY 2021-22]
15	Chairmanship/Membership of Committees in the Board of other Companies	<p>Member of Audit Committee</p> <p>Member of Stakeholders Relationship Committee</p>

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16	Nature, material terms, monetary value and particulars of the contract or arrangement	NIL
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## Annexure-II

### BRIEF PROFILE OF MRS. POONAM SHARMA

Sr. No.	Particulars	Details
1	Name of the Director and DIN	Poonam Ritesh Sharma – (DIN: 03397469)
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	Date of Appointment as Managing Director	09/04/2018
7	Date & Term of Re-appointment	01/10/2022 till 30/09/2027 (5 years) [Subject to Approval of Members by Special Resolution]
8	No. of Board Meetings attended during the Year	06
9	Experience and Expertise	Poonam Sharma aged 41 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 handles the Human Resource and Administration Operations of the Company.
10	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.  She is not related to any other Director or KMP of the Company
11	Directorship in other Companies	Director of Mindpool Technologies INC, USA
12	No. of Equity Shares held in the company	15,05,000 Equity Shares
13	Terms and conditions of reappointment & Remuneration sought for	Whole-time Director for 5 years at a remuneration of Rs. 36 Lakhs as per Section 197 read with Schedule V of the Companies Act 2013.
14	Details of remuneration last drawn	Rs. 11,40,000/- Per annum [FY 2021-22]
15	Chairmanship/Membership of Committees in the Board of other Companies	Member of the Nomination & Remuneration Committee

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16	Nature, material terms, monetary value and particulars of the contract or arrangement	NIL
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### Annexure-III

#### BRIEF PROFILE OF MR. KAUSTUBH KARWE

Sr. No.	Particulars	Details
1	Name of the Director and DIN	Kaustubh Narayan Karwe- (DIN: 08553122)
2	Designation	Non-Executive Independent Director
3	Date of Birth	19/12/1962
4	Qualification	Master in Business Administration
5	Date of Original Appointment	23/09/2019
6	Date & Term of Re-appointment	23/09/2022 to 22/09/2027 (5 years) [Subject to Approval of members by means of Special Resolution]
6	No. of Board Meetings attended during the Year	06
7	Experience and Expertise	<p>Mr. Kaustubh Karwe has around 24 years of professional experience across IT Projects, HR, Facility Administration including IT-Staffing &amp; also nearly 6 years of experience into Training &amp; Development. Within the IT-Sector, he had held positions as Team-Leader, Oracle Applications Consultant, Project Manager using On-Shore &amp; Off-Shore Model and Delivery Manager.</p> <p>Mr. Karwe is a specialist in Business Administration, a Certified Independent Director, and a Master Trainer AML-KYC. He has also acquired multiple certifications on various growth-oriented topics from the UK; Switzerland; USA; Canada; &amp; India.</p> <p>As an industry specialist, he has been nominated as LinkedIn Global-Goodwill-Ambassadors, India, and has received "Lifetime Achievement Award" from RIGHTS-Foundation India.</p> <p>He has an active member and contributor to the Board and its various committees.</p>
8	Relationship between Directors, Manager and other Key Managerial Personnel	He is not related to any Director or KMP of the Company
9	Directorship in other Companies	NIL
10	No. of Equity Shares held in the company	NIL

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11	Terms and conditions of reappointment & Remuneration sought for	Non-Executive Independent Director eligible to sitting fee as recommended by the NRC
12	Details of remuneration last drawn	NIL
13	Chairmanship/Membership of Committees in the Board of other Companies	Chairman of Audit & Stakeholders Relationship Committee Member of Nomination & Remuneration Committee
14	Nature, material terms, monetary value and particulars of the contract or arrangement	NIL

#### Annexure-IV

#### BRIEF PROFILE OF MR. SHAILENDRASINGH NAIYYAR

Sr. No.	Particulars	Details
1	Name of the Director and DIN	Shailendrasingh Naiyyar – (DIN: 0009723751)
2	Designation	Non-executive Independent Director (Additional)
3	Date of Birth	25/10/1976
4	Qualification	Master of Computer Applications
5	Date of Original Appointment	01/09/2022
6	Tenure	5 years (till 31 <sup>st</sup> August 2022)
7	No. of Board Meetings attended during the Year	NA
8	Experience and Expertise	<p>Mr. ShailendraSingh Naiyyar is an Accredited Trainer for EXIN® &amp; PEOPLECERT® with Technology Business Leader having a 22+ years of expertise learning in leading Service Management using agile &amp; DevOps mindset in Quality –Test Assurance, Programs-Projects-Process Management, Digital Transformation, Risk &amp; Compliance, Vendor &amp; Contract Management for Global Enterprise(s).</p> <p>Mr. Naiyyar is a Visionary, dynamic, outcome-oriented &amp; collaborative leader who has worked in challenging environments with diverse geographies, cultures &amp; vendors for global enterprises. Experienced in driving business improvements and implementation, Mr. Naiyaar is an expert when it comes to resolving complex issues, motivating for peak performance, drive inclusive growth and cultivating relationship.</p> <p>Having numerous professional certifications such as ITIL® 4 Strategic Leader &amp; Managing Professional AXELOS, DevOps Leadership &amp; Foundation PeopleCert, agile Business Professional &amp; Scrum Master EXIN, etc., he is having core skills in E2E Service Delivery, DevOps &amp; agile, Program and Project areas, presales &amp; Contract management, Process optimization.</p>

		<p>Mr. Naiyyar has been facilitated with various awards from prestigious organisations and entities including “The Musketer Award from Corporate IT” by Syngenta Services Pvt. Ltd. and “Associates Consistently Excel award from Business” by TechMahindra Limited, Pune.</p> <p>Academically, Mr. Naiyyar has completed the Digital Transformation for Next Enterprise(s) Program from Columbia Business School and is a Post-Graduate in Master of Computer Applications from Gujarat University.</p>
9	Relationship between Directors, Manager and other Key Managerial Personnel	He is not related to any Director or KMP of the Company
10	Directorship in other Companies	NIL
11	No. of Equity Shares held in the company	NIL
12	Terms and conditions of reappointment & Remuneration sought for	Non-Executive Independent Director eligible to sitting fee as recommended by the NRC
13	Details of remuneration last drawn	NIL
14	Chairmanship/Membership of Committees in the Board of other Companies	Chairman of Audit & Stakeholders Relationship Committee Member of Nomination & Remuneration Committee
15	Nature, material terms, monetary value and particulars of the contract or arrangement	NIL
16	Reason for Appointment	To diversify the Board including personnel having knowledge and expertise in varied areas who can take the Company to newer heights.



**Annexure-V**

**BRIEF PROFILE OF INTERNAL AUDITOR (ROHIT KALAMKAR)**

Sr. No.	Particulars	Details
1	Name	Mr. Rohit Kalamkar
2	Designation	Internal Auditor (proposed)
3	Educational Qualification	Master of Business Administration
4	Membership Number (if any)	NA
5	Address	"ASHIRWAD", 285/5 VIVEK VASAHAT, KESHAV NAGAR, P C M C SCHOOL CHINCHWAD GAON PUNE-411033
6	Date of Birth	31/03/1983
7	Email	rohit@mindpooltech.com
8	Contact No.	+91-9823316547
9	PAN	ATIPK0769K
10	Date of Appointment	1 <sup>st</sup> September, 2022
11	Relevant Work Experience	<p>Mr. Rohit Kalamkar having an overall experience of 15 years across managing profit centres of HR, Sales, Business Units and Operations. Mr. Kalamkar carries with himself a vast experience in maintaining the Profit and Loss Accounts for respective Business Units and has been helping the organisation in utilization, productivity, and cost management, and in generating profits.</p> <p>Mr. Rohit Kalamkar is also a senior Human Resource personnel, possessing a post-graduation degree in MBA and has also received full length training on ISO 9001:2015. He has worked with various companies as Head HR and has also been part of internal audit teams for ISO and other statutory purpose.</p>