

NOTICE OF THE 12TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWELFTH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF MINDPOOL TECHNOLOGIES LIMITED WILL BE HELD ON FRIDAY, 30TH DAY OF SEPTEMBER, 2022 AT 4 P.M. (IST) THROUGH VIDEO CONFERENCE (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- (a) The Audited Standalone Financial Statements of the Company for Financial Year ended March 31st, 2022 including the Balance Sheet, Statement of Profit & Loss Account and Cash Flow Statement together with the Reports of the Board of Directors and Auditors thereon.

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

“RESOLVED THAT the Audited Standalone Financial Statements of the Company including Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended March 31, 2022 along with the Directors’ Report and the Auditor’s Report thereon be and are hereby received, considered, approved and adopted.”

- (b) The Audited Consolidated Financial Statements of the Company for Financial Year ended March 31st, 2022 including the Balance Sheet, Statement of Profit & Loss Account and Cash Flow Statement together with the Reports of the Board of Directors and Auditors thereon.

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

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company including Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended March 31, 2022 along with the Directors’ Report and the Auditor’s Report thereon be and are hereby received, considered, approved and adopted.”

SPECIAL BUSINESS:

2. To re-appoint Mr. Ritesh Sharma (DIN: 02676486) as the Managing 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 in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded for the reappointment of Mr. Ritesh Ramavtar Sharma (DIN: 02676486) as the Chairman & Managing Director of the Company for a period of 5 years (w.e.f. October 1, 2022 to September 30, 2027), on the terms and conditions

including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED THAT pursuant to the provisions of Section 178, 197 and 198 alongwith Schedule V 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"), and on recommendation of the Nomination and Remuneration Committee, approval of the Members of the Company be and is hereby accorded for payment of a Remuneration of Rs. 36,00,000/- (Rupees Thirty-Six Lakhs Only) per annum (as detailed in the Explanatory Statement annexed to the Notice and excluding the reimbursement of expenses) to Mr. Ritesh Ramavtar Sharma (DIN: 02676486) the Managing Director of the Company over and above the limit prescribed under Section 197 in furtherance of Schedule V of the Companies Act, 2013 with effect from 1st April 2022.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

3. To re-appoint Mrs. Poonam Ritesh Sharma (DIN: 03397469) as the Whole Time 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 in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded for the reappointment of Mrs. Poonam Ritesh Sharma (DIN: 03397469) as the Executive & Whole-Time Director of the Company for a period of 5 years (w.e.f. October 1, 2022 to September 30, 2027), on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED THAT pursuant to the provisions of Section 178, 197 and 198 alongwith Schedule V 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"), and on recommendation of the Nomination and Remuneration Committee, approval of the Members of the Company be and is hereby accorded for payment of a Remuneration of Rs. 36,00,000/- (Rupees Thirty-Six Lakhs Only) per annum (as detailed in the Explanatory Statement annexed to the Notice and excluding the reimbursement of expenses) to Mrs. Poonam Ritesh Sharma (DIN: 03397469) the Whole-Time Director of the Company over and above the limit prescribed under Section 197 in furtherance of Schedule V of the Companies Act, 2013 with effect from 1st April 2022.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

4. To re-appoint Mr. Kaustubh Narayan Karwe (DIN: 08553122) as the Non-Executive

Independent Director of the company for a period of 5 consecutive years.

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 Section 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the rules made thereunder with Schedule IV to the Act alongwith the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, including any statutory modification(s) or re-enactment thereof for the time being in force, and pursuant to the Articles of Association of the Company and after considering the declaration that he meets criteria of Independence as prescribed in Section 149(6) of the Act, the consent of Members of the Company be and is hereby accorded for re-appointment of Mr. Kaustubh Narayan Karwe (DIN: 08553122), who was appointed as an Independent Director at the 10th Annual General Meeting of the Company held on September 30, 2020 for a period of three (3) consecutive years from the date of his appointment in the Board Meeting i.e. from 23rd September 2019 upto 22nd September, 2022 for a second term of 5 (five) years, i.e. upto 22nd September 2027.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and other applicable provisions of the Act and rules made thereunder, Mr. Kaustubh Narayan Karwe (DIN: 08553122) be paid such fee and/or commission as the may be decided by the Board and its committee from time to time, subject to the limits prescribed by law.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

5. To regularize the appointment of Mr. Shailendrasingh Naiyyar (DIN: 09723751) as the Non-Executive Independent Director of the company for a period of 5 consecutive years.

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 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the rules made thereunder with Schedule IV to the Act alongwith the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, including any statutory modification(s) or re-enactment thereof for the time being in force, and pursuant to the Articles of Association of the Company and after considering the declaration that he meets criteria of Independence as prescribed in Section 149(6) of the Act, the consent of Members of the Company be and is hereby accorded to appoint Mr. Shailendrasingh Naiyyar (DIN: 09723751), [who was appointed as an Additional Independent Director w.e.f. 1st September 2022 by the Board of Directors and who holds office upto the date of this Annual General Meeting] for a term of 5 (five) years, i.e. upto 31st August 2027.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and other applicable provisions of the Act and rules made thereunder, Mr. Shailendrasingh Naiyyar (DIN: 09723751) be paid such fee and/or commission as the may be decided by the Board and its committee from time to time, subject to the limits prescribed by law.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

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

Sanskar Prabhakar
Company Secretary
A65089

Place: Pune
Date: 1st September, 2022

NOTES:

1. **A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the Item Nos. 2, 3, 4 and 5 of this Notice is annexed herewith and the same is to be read as part of this Notice.**
2. **General instructions for accessing and participating in the 12th Annual General Meeting (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 No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs (referred to as 'MCA Circulars' hereinafter) and Circular No. SEBI/HO/DDHS/DDHS/CIR/P/2020/102 dated June 22, 2020 read with Circular No. SEBI/HO/DDHS/DDHS/CIR/P/2020/201 dated October 08, 2020, Circular No. SEBI/HO/DDHS/DDHS/CIR/P/2021/21 dated February 26, 2021, Circular No. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2021/697 dated December 22, 2021 and Circular No. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2022/079 dated June 03, 2022 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 12th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue.
 - 2.2. The deemed venue for the 12th 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 Maharashtra- 411027 India.
 - 2.3. 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 12th AGM.
 - 2.4. Institutional/Corporate Shareholders (i.e. other than individuals/ 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. The said resolution/authorization shall be sent to the Company by email through its registered email address to investors@mindpooltech.com
 - 2.5. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote at the 12th AGM.
 - 2.6. Since the AGM will be held through VC/ OAVM Facility, the Route Map is not annexed to this Notice.
 - 2.7. National Securities Depository Limited ('NSDL') will be providing facility for voting

through remote e-Voting, for participation in the 12th AGM through VC/OAVM Facility and e-Voting during the 12th AGM.

- 2.8. Members may join the 12th 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 12th AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 12th AGM.
- 2.9. The facility of participation at the 12th 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.
- 2.10. 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.
- 2.11. 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 and detailed in Note 2.1 hereinabove, 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, 23rd September, 2022**, 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").
- 2.12. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.mindpooltech.com.
- 2.13. As per the MCA Circulars, the Notice of the AGM has been sent through electronic mode to only those Members whose email IDs are registered with the R & T/ Depository participant. Further, updation if any, will be provided on the website of the Company at www.mindpooltech.com
- 2.14. 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.
- 2.15. The members may submit their questions prior to the commencement of the 12th AGM at investors@mindpooltech.com / cs@mindpooltech.com
- 2.16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending email to investors@mindpooltech.com / cs@mindpooltech.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 26, 2022 at 9:00 A.M. and ends on Thursday, September 29, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- 3.2 Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. September 23rd, 2022) shall be entitled to cast their vote through VC/ OAVM at the 12th AGM. Any person who is not a member of as on the cut-off date should treat this Notice for information purposes 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
Individual Shareholders holding securities in demat mode with NSDL.	<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.

4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

1. 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.
2. 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.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. 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>12*****</u> then your user ID is <u>IN300***12*****</u> .
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is <u>12*****</u> then your user ID is <u>12*****</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. 23rd September 2022, 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. 23rd September, 2022, may follow steps mentioned in this Notice of the 12th 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 shareholder 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/cs@mindpooltech.com till Wednesday, September 28th, 2022. Only those members who have registered themselves as 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 / cs@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 / cs@mindpooltech.com with subject line 'Inspection of AGM Documents'. The relevant documents will also be available for inspection by the members electronically during the 12th 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 12th AGM along with the Annual Report 2021-22 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 2021-22 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
(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 2: TO RE-APPOINT MR. RITESH SHARMA (DIN: 02676486) AS THE MANAGING DIRECTOR OF THE COMPANY

Mr. Ritesh Sharma, (DIN 02676486) Chairman and Managing Director equipped with more than 18 years of experience in IT Staffing and Consulting industry, is the Promoter and Managing Director of your Company. He has been associated with your company since its inception and was appointed as the Chairman & Managing Director w.e.f. 8th March 2018 by the members of the Company for a term of 5 years at a remuneration of Rs. 17,29,992 (Rupees Seventeen Lakhs Twenty-Nine Thousand Nine Hundred and Ninety-Two Only).

As per the provisions of Companies Act, 2013 a Managing Director may be re-appointed for another term of 5 years, however, such reappointment shall not be made earlier than one year before the expiry of his term. Therefore, re-appointment of Mr. Sharma is within the prescribed period of 1 year before expiry of his ongoing term ending on 7th March 2023. Accordingly, the Board, subject to approval of the members, has re-appointed Mr. Ritesh Sharma as the Chairman & Managing Director of the Company w.e.f. 1st October 2022 as per the recommendation of the Nomination & Remuneration Committee in their meeting held on 1st September, 2022.

Also, in pursuance of Section 197 & 198 read with Schedule V of the Companies Act, 2013, subject to the approval of the members by means of Special Resolution, the Board has decided to fix the overall remuneration (except reimbursement of expenses) of Mr. Ritesh Sharma at Rs. 36,00,000/- (Rupees Thirty-Six Lakhs Only) w.e.f. 1st April 2022 as per the following table:

Sr. No.	Particulars	Amount (INR)
A	Annual Gross Remuneration	36,00,000
B	Less: Insurance Premium (directly paid by Company)	6,00,000
C	Annual Gross Remuneration (In-hand)	30,00,000
D	Monthly Gross Remuneration (In-hand) (C/12)	2,50,000

Sr. No.	CTC Components	Amount INR Per Annum
1	Basic Salary & DA	15,00,000
	Housing Rent Allowance	6,00,000
	Leave Travel Allowance	1,80,000
	Other Allowances	5,22,888
	(A) Gross Salary (Sum of above Fixed Components)	28,02,888
2	(B) Bonus (Paid Monthly)	1,24,956
	Provident Fund/Gratuity	72,156
	(C) Employer Contribution Total in CTC	1,97,112
3	(D) Variable Salary (Performance Based-Paid Annually)	-
4	(E) Insurance Premium	6,00,000
	(A+C+D) Total Cost To Company (Gross)	36,00,000

None of the Directors/ Key Managerial Personnel/ their relatives are either directly or indirectly, financially or otherwise concerned or interested in any manner (except in the manner stated hereunder) in the resolution set out in Item 2 of the Notice of 12th AGM.

The Board recommends the Special Resolution for the Item 2 set out in the Notice of 12th AGM.

ADDITIONAL INFORMATION ON DIRECTOR BEING RE-APPOINTED [AS REQUIRED UNDER 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	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	No. of Board Meetings attended during the Year	06
8	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 & North America.</p> <p>Alongwith a Bachelor's degree in commerce, Mr. Sharma has been Certified in Executive Leadership & Leadership Foundations from LinkedIn.</p> <p>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>
9	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>
10	Directorship in other Companies	Director of Mindpool Technologies INC, USA
11	No. of Equity Shares held in the company	15,05,000 Equity Shares

12	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.
13	Details of remuneration last drawn	Rs. 17,29,992/- Per annum [FY 2021-22]
14	Chairmanship/Membership of Committees in the Board of other Companies	Member of Audit Committee Member of Stakeholders Relationship Committee
15	Nature, material terms, monetary value and particulars of the contract or arrangement	NIL

Item No. 3: TO RE-APPOINT MRS. POONAM RITESH SHARMA (DIN: 03397469) AS THE WHOLE TIME DIRECTOR OF THE COMPANY

Mrs. Poonam Ritesh Sharma, (DIN 03397469) Whole Time Director is also the Promoter of your Company. She has been associated with your company since its inception and was appointed as the Whole Time Director w.e.f. 9th April 2018 by the members of the Company for a term of 5 years at a remuneration of Rs. 11,40,000 (Rupees Eleven Lakhs Forty Thousand Only).

As per the provisions of Companies Act, 2013 a Whole-Time Director may be re-appointed for another term of 5 years, however, such reappointment shall not be made earlier than one year before the expiry of his/her term. Therefore, re-appointment of Mrs. Sharma is within the prescribed period of 1 year before expiry of his ongoing term ending on 8th April 2023. Accordingly, the Board, subject to approval of the members, has re-appointed Mrs. Poonam Sharma as the Whole-time Director of the Company w.e.f. 1st October 2022 as per the recommendation of the Nomination & Remuneration Committee in their meeting held on 1st September, 2022.

Also, in pursuance of Section 197 & 198 read with Schedule V of the Companies Act, 2013, subject to the approval of the members by means of Special Resolution, the Board has decided to fix the overall remuneration (except reimbursement of expenses) of Mrs. Poonam Ritesh Sharma at Rs. 36,00,000/- (Rupees Thirty-Six Lakhs Only) w.e.f. 1st April 2022 as per the following table:

Sr. No.	Particulars	Amount (INR)
A	Annual Gross Remuneration	36,00,000
B	Less: Insurance Premium (directly paid by Company)	6,00,000
C	Annual Gross Remuneration (In-hand)	30,00,000
D	Monthly Gross Remuneration (In-hand) (C/12)	2,50,000

Sr. No.	CTC Components	Amount INR Per Annum
1	Basic Salary & DA	15,00,000
	Housing Rent Allowance	6,00,000
	Leave Travel Allowance	1,80,000
	Other Allowances	5,22,888
	(A) Gross Salary (Sum of above Fixed Components)	28,02,888
2	(B) Bonus (Paid Monthly)	1,24,956
	Provident Fund/Gratuity	72,156
	(C) Employer Contribution Total in CTC	1,97,112
3	(D) Variable Salary (Performance Based-Paid Annually)	-
4	(E) Insurance Premium	6,00,000

	(A+C+D) Total Cost To Company (Gross)	36,00,000
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None of the Directors/ Key Managerial Personnel/ their relatives are either directly or indirectly, financially or otherwise concerned or interested in any manner (except in the manner stated hereunder) in the resolution set out in Item 3 of the Notice of 12th AGM.

The Board recommends the Special Resolution for the Item 3 set out in the Notice of 12th AGM.

ADDITIONAL INFORMATION ON DIRECTOR BEING RE-APPOINTED [AS REQUIRED UNDER 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 – (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	No. of Board Meetings attended during the Year	06
8	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.
9	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
10	Directorship in other Companies	Director of Mindpool Technologies INC, USA
11	No. of Equity Shares held in the company	15,05,000 Equity Shares
12	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.
13	Details of remuneration last drawn	Rs. 11,40,000/- Per annum [FY 2021-22]
14	Chairmanship/Membership of Committees in the Board of other Companies	Member of the Nomination & Remuneration Committee

15	Nature, material terms, monetary value and particulars of the contract or arrangement	NIL
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ITEM 4: TO RE-APPOINT MR. KAUSTUBH NARAYAN KARWE (DIN: 08553122) AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 CONSECUTIVE YEARS.

Mr. Kaustubh Karwe (DIN 08553122) was appointed as Independent Director w.e.f. 23rd September, 2019 by the Company in accordance with the provisions of the Companies Act, 2013 read alongwith the Rules thereto (hereinafter referred to as “the Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”, for a period of 3 (three) consecutive years, i.e. till 22nd September, 2022.

In furtherance of the provisions of Section 149 of the Act and as per the Listing Regulations, the Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had re-appointed Mr. Kaustubh Karwe as an Independent Director for a second term of 5 (five) consecutive years. However, as per Section 149(10) the re-appointment of an Independent Director for a second term of upto 5 years is subject to the approval of the members of the Company by means of a Special Resolution.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Mr. Kaustubh Karwe, 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 requirement of deposit of 1,00,000/- for proposing his candidature is not applicable pertaining to the first proviso to Section 160 (1) of the Act.

The Board of Directors is of the opinion that Mr. Kaustubh Karwe possess adequate knowledge and varied experience which has been a great value to the Company and shall be beneficial to the Company in years to come. Therefore, the Board and its Committee has recommended the Resolution at Item No. 4 of this Notice relating to his appointment as a Non-Executive Independent Director (not liable to retire by rotation) for your approval.

None of the Directors/ Key Managerial Personnel/ their relatives are either directly or indirectly, financially or otherwise concerned or interested in any manner (except in the manner stated hereunder) in the resolution set out in Item 4 of the Notice of 12th AGM.

The Board recommends the Special Resolution for the Item 4 set out in the Notice of 12th AGM.

ADDITIONAL INFORMATION ON DIRECTOR BEING RE-APPOINTED [AS REQUIRED UNDER 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	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	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 & also nearly 6 years of experience into Training & Development. Within the IT-Sector, he had held positions as Team-Leader, Oracle Applications Consultant, Project Manager using On-Shore & 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; & 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
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

ITEM 5: TO REGULARIZE THE APPOINTMENT OF MR. SHAILENDRASINGH NAIYYAR (DIN: 09723751) AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 CONSECUTIVE YEARS.

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Shailendrasingh Naiyyar (DIN: 09723751) as an Additional Non-Executive Independent Director w.e.f. September 1st, 2022. In terms of Section 161(1) read with

Section 149 of the Companies Act, 2013 alongwith Articles of Association of the Company, Mr. Naiyyar holds office as an Additional Non-Executive Independent Director only up to the date of the ensuing Annual General Meeting and 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 for proposing his appointment as an Independent Director in terms 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. Therefore, the Board and its Committee has recommended the Resolution at Item No. 5 of this Notice relating to his appointment as a Non-Executive Independent Director (not liable to retire by rotation) for your approval.

None of the Directors/ Key Managerial Personnel/ their relatives are either directly or indirectly, financially or otherwise concerned or interested in any manner (except in the manner stated hereunder) in the resolution set out in Item 5 of the Notice of 12th AGM.

The Board recommends the Special Resolution for the Item 5 set out in the Notice of 12th AGM.

ADDITIONAL INFORMATION ON DIRECTOR BEING RE-APPOINTED [AS REQUIRED UNDER 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	Shailendrasingh Naiyyar – (DIN: 09723751)
2	Designation	Additional Director (Non-executive & Independent)
3	Date of Birth	25/10/1976
4	Qualification	Master of Computer Applications
5	Date of Original Appointment	01/09/2022
6	No. of Board Meetings attended during the Year	NA
7	Experience and Expertise	<p>Mr. ShailendraSingh Naiyyar is an Accredited Trainer for EXIN® & PEOPLECERT® having a 22+ years of expertise learning in leading Service Management using agile & DevOps mindset in Quality –Test Assurance, Programs-Projects-Process Management, Digital Transformation, Risk & Compliance, Vendor & Contract Management for Global Enterprise(s).</p> <p>Mr. Naiyyar is a Visionary, dynamic, outcome-oriented & collaborative leader who has worked in challenging environments with diverse geographies, cultures & 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 & Managing Professional AXELOS, DevOps Leadership & Foundation PeopleCert, agile Business Professional & Scrum Master EXIN, etc., he is having core skills in E2E Service Delivery, DevOps & agile, Program and Project areas, presales & 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>
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
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
