

NOTICE OF POSTAL BALLOT

To, The Members of Mindpool Technologies Limited

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 & any other applicable provisions of the Companies Act, 2013 and rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, if any, the Company hereby seeks consent of the shareholders ('Members') for the Resolutions appended herein below through Postal Ballot by way of Remote E-voting ('E-voting') only.

The explanatory statement setting out material facts pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 is also annexed herewith. The Postal Ballot Notice will be sent by E-mail to all the members whose E-mail ID are registered with the Company/Depository Participant/Registrar and Share Transfer Agents. The Members assent/dissent will be received only through Remote E-voting System.

In accordance with the Ministry of Corporate Affairs (MCA) General Circular No. 11/2022 dated 28-12-2022 read with Circular No. 14/2020 dated 08-04-2020, Circular No. 03/2022 dated 05-05-2022, the MCA has allowed the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot (Remote E-Voting only) in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue till September 30th, 2023. In furtherance to the same, Securities and Exchange Board of India (SEBI) has extended the relaxation to dispatch hard copies of documents for conducting general meetings or transacting business through postal ballot till September 30th 2023, via General Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5th, 2023.

Therefore, in compliance with the requirements of the MCA and SEBI Circulars, hard copy of the Postal Ballot Notice along with Postal Ballot Form and prepaid business envelope will **not** be sent to the Members for this Postal Ballot.

The Company has appointed **Mr. Sunil Nanal**, Designated Partner of KANJ & Co. LLP (Practicing Company Secretaries) as the Scrutinizer for conducting the postal ballot process through remote evoting in a fair and transparent manner. The Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by Remote E-voting. The Company has engaged services of M/s. National Securities Depository Limited (NSDL) for providing E-voting facility to shareholders of the Company. The Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through Remote E-voting only.

The Scrutinizer will submit her report to the Chairman of the Company, or any other person authorized by the Board in writing, after completion of scrutiny of postal ballot (by remote e-voting) process in a fair and transparent manner. The results of the postal ballot will be announced on or before Monday, 10th July, 2023 and will be displayed on the website of the Company (i.e. <u>www.mindpooltech.com/investors</u>) and will be intimated to NSE Limited where the Equity Shares of the Company are listed.

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:<u>info@mindpooltech.com</u> | Website:<u>www.mindpooltech.com</u> | Ph: 9561979197 | USA | PUNE | BANGALORE | HYDERABAD | NOIDA|



SPECIAL BUSINESS:

1. TO APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY TO ₹ 12 CRORES AND TO AMEND THE MEMORANDUM OF ASSOCIATION.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder and Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 5,00,00,000/-(Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 12,00,00,000/-(Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the increased Authorized Equity Share Capital shall rank pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, and Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following: -

"V(a): The Authorized Share Capital of the Company is Rs. 12,00,00,000 (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakh) equity shares of Rs. 10 (Rupees Ten Only) each with power to increase, reduce, reorganize, consolidate, divide and/or sub-divide the share capital and re-classify them into several classes and attach thereto respectively, such preferential, priority, deferred, qualified or special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital, distribution of assets or otherwise, as may be determined in accordance with the laws, rules, regulations or resolutions of the Company or provided for in the Articles of Associations of the Company."

RESOLVED ALSO THAT any of the Director(s) or KMP(s) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

By the order of the Board of Mindpool Technologies Limited

Sanskar Prabhakar Company Secretary

Date: 07-06-2023 Place: Pune



Explanatory Statement

(In accordance with the provisions of Section 102 of Companies Act, 2013)

Item 1: To approve the increase in Authorized Share Capital of the Company to ₹ 12 crores and to amend the Memorandum of Association.

The present Authorised Share Capital of the Company is Rs. 5,00,00,000/-(Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten) each.

Considering the growth of the Company and future prospects, the Company aims at expanding its business operations and services. To continue the steady growth and development of the Company, more capital infusion may be required by the Company in near future. Considering all the prospects it was observed that the Company is having an Authorized Share Capital of Rs. 5 crores and paid-up equity capital of Rs. 4.23 crores as on date. Therefore, the Board at its Meeting held on 1st February 2023, had accorded its approval for increasing the Authorised Share Capital from Rs. 5,00,00,000/-(Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 12,00,00,000/-(Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each, subject to shareholders approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 5,00,00,000/-(Rupees Five Crores Only) to Rs. 12,00,00,000/-(Rupees Twelve Crores Only) by creation of 70,00,000 (Seventy Lakh) additional equity shares of Rs.10/- each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company. Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members through Postal Ballot. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the note no. 8 to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

STATEMENT AS PER SECTION 60 OF THE COMPANIES ACT 2013

Sr. No	Particulars	Amount
1.	Authorized Capital	5,00,00,000
2.	Issued Share Capital	4, 23,75,000
3.	Subscribed Capital	4, 23,75,000
4.	Paid up Capital	4, 23,75,000

(Details of existing authorised, subscribed and paid-up capital of the Company)



NOTES:

- 1. A Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014 as amended, setting out all material facts relating to the Resolutions proposed to be passed is annexed hereto.
- 2. The Postal Ballot Notice is being sent to all the Members/beneficiaries, whose names appear in the Register of Members/List of Beneficial Owners as maintained by the Depositories i.e., National Securities Depository Limited ('NSDL') and Central Depository Services (INDIA) Limited (CDSL) as on Friday, 2nd June, 2023 (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited ("RTA").
- 3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at <u>www.mindpooltech.com</u>. The Notice can also be accessed from the website of the Stock Exchange i.e. NSE Limited at <u>www.nseindia.com</u>. The Postal Ballot Notice is also disseminated on the website of NDSL (agency for providing the Remote e-Voting facility) i.e. <u>www.evoting.nsdl.com/</u>.
- 4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the cut-off date on Friday 2nd June, 2023. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- 5. Voting rights in e-voting cannot be exercised by a proxy. However, corporate, and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
- 6. The E-voting period begins at 09:00 a.m. IST on Thursday 8th June, 2023 and ends at 5.00 p.m. (IST) on Friday 7th July, 2023. During this period shareholder of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Friday 2nd June, 2023 may cast their votes through E-voting facility. The E-voting module shall be disabled by NSDL for voting thereafter.
- 7. The last date for the E-voting i.e., Friday 7th July, 2023 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection on the website of the Company at <u>www.mindpooltech.com</u> until the last date for the E-voting.
- 8. The members may inspect the copy of Memorandum of Association of the Company by writing a mail to <u>investors@mindpooltech.com</u> or <u>cs@mindpooltech.com</u> and mentioning their Name and DPID/Client ID.
- 9. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their email addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their email addresses to M/s. Bigshare Services Private Limited sending an e-mail on sujit@bigshareonline.com or to the Company at its e-mail id i.e. investors@mindpooltech.com.
- 10. In case of any query / grievance in connection with the Postal Ballot including remote e-voting, Members may contact NSDL by e-mail at <u>www.evoting.nsdl.com</u> or to the Company at



investors@mindpooltech.com.

- 11. The Board has appointed Mr. Sunil Nanal, Practicing Company Secretary and Designated Partner of Kanj & Co. LLP, Pune as the Scrutinizer to conduct the Postal Ballot remote e-voting process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman, Managing director or to any other person authorised by the Board of the Company. The results of the voting conducted through postal ballot (through the remote e-voting process) will be announced by the Chairman/any other person authorized by the Board on or before 5.00 p.m. on Monday, 10th July, 2023.
- 12. The results along with the Scrutinisers Report shall be placed on the website of the Company and on the website of NSDL and shall also be communicated to NSE Limited. The Scrutinizer's decision on the validity of the voting shall be final.
- 13. As required by Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice through emails to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Pune.
- 14. In compliance with regulations of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to offer the option of remote e-voting facility to all the Shareholders of the Company ("Remote e-voting"). The instructions for electronic voting are annexed to this Notice.



VOTING THROUGH ELECTRONIC MEANS

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:

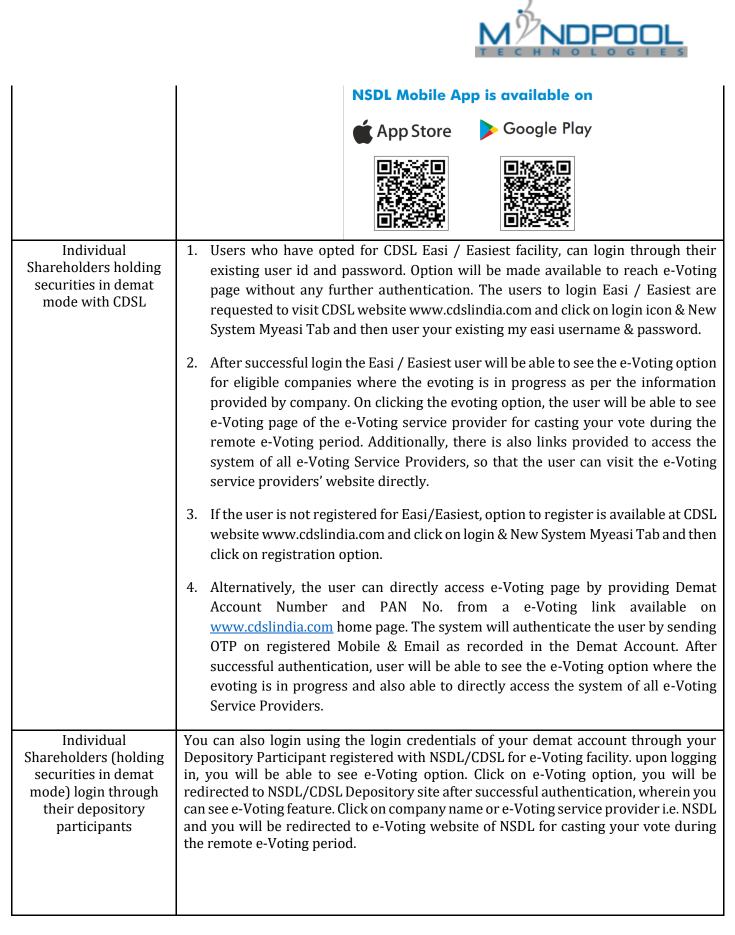
Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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
Type of shareholders Individual Shareholders holding securities in demat mode with NSDL.	 Login Method 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. 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
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <u>https://www.evoting.nsdl.com/</u> either on a Personal Computer or on a
	4. Shareholders/Members can also download NSDL Mobile App " NSDL Speede " facility by scanning the QR code mentioned below for seamless voting experience.



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	Members facing any technical issue in login can contact
NSDL	NSDL helpdesk by sending a request at <u>evoting@nsdl.co.in</u>
	or call at at 022 - 4886 7000 and 022 - 2499 7000.
Individual Shareholders holding	Members facing any technical issue in login can contact
securities in demat mode with	CDSL helpdesk by sending a request at
CDSL	helpdesk.evoting@cdslindia.com or contact at toll free no.
	1800 22 55 33

B) Login Method 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: <u>https://www.evoting.nsdl.com/</u> 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* <u>https://eservices.nsdl.com/</u> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- 4. Your User ID details are given below:

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

- 5. Password details for shareholders other than Individual shareholders are given below:
- (a) If you are already registered for e-Voting, then you can user 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 "<u>Forgot User Details/Password?</u>"(If you are holding shares in your demat account with NSDL or CDSL) option available on <u>www.evoting.nsdl.com</u>.
 - b) <u>Physical User Reset Password?</u>" (If you are holding shares in physical mode) option available on <u>www.evoting.nsdl.com</u>.
 - 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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 - 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - 8. Now, you will have to click on "Login" button.
 - 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically 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 all the companies "EVEN" in which you are holding shares and whose voting cycle.
- **2)** Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- **3)** Now you are ready for e-Voting as the Voting page opens.
- **4)** Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- **5)** Upon confirmation, the message "Vote cast successfully" will be displayed.
- **6)** You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



General Guidelines for shareholders

- 1) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sunil.nanal@kanjcs.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 2) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 3) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <u>www.evoting.nsdl.com</u> or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to **Mr. Anubhav Saxena, Assistant Manager** at <u>evoting@nsdl.co.in</u>

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

- 1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to <u>investors@mindpooltech.com</u>.
- 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 <u>investors@mindpooltech.com</u>. 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. <u>Login method for e-Voting for Individual shareholders holding securities in demat mode</u>
- 3. Alternatively, shareholder/members may send a request to <u>evoting@nsdl.co.in</u> for procuring user id and password for e-voting by providing above mentioned documents.
- 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.