

SE/2024/1036

**Date: 12<sup>th</sup> July, 2024**

To,  
**National Stock Exchange of India Ltd,**  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (East), Mumbai– 400051  
Maharashtra, India.

**Scrip: FIDEL**

**Sub: Intimation of 19<sup>th</sup> Annual General Meeting of the members of the Company and Record Date for payment of Dividend for the Financial Year 2023-24.**

Dear Sir/ Madam,

1. In terms of Regulation 30 and any other applicable regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 19<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company will be held on Tuesday, 6<sup>th</sup> August, 2024 at 10:00 at Sumant Moolgaonkar Auditorium, 505, A-Wing, ,5th Floor, MCCA Trade Tower, ICC Complex, 403-A, Senapati Bapat Road, Pune, Maharashtra 411016. The Notice convening the 19<sup>th</sup> AGM will be enclosed herewith.
2. Further, in terms of Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the cut-off date to record the entitlement of members to cast their votes for the businesses to be transacted at the ensuing 19<sup>th</sup> AGM of the Company is fixed as 30<sup>th</sup> July, 2024.
3. The record date for determining the entitlement for receiving Dividend of Rs. 1.10/- (@ 11%) per equity share having face value of Rs. 10/- each as recommended by the Board for the Financial Year 2023-24, is July 30, 2024 (Tuesday). The said Dividend, if declared by the shareholders at the 19<sup>th</sup> AGM, shall be paid on or before September 4, 2024, subject to deduction of tax at source as applicable.

Kindly take this on your records please.

**For Fidel Softech Limited**

**Sneha Ratnaparkhi**  
**Company Secretary**  
**(ACS 42657)**

**NOTICE**

**NOTICE** is hereby given that the **Nineteenth Annual General Meeting** of the Members of **Fidel Softech Limited** will be held on Tuesday the 6<sup>th</sup> day of August 2024 at 10.00 a.m. (IST) at Sumant Moolgaonkar Auditorium, No. 1(A Wing), Ground Floor, MCCIA Trade Tower, 403-A, Senapati Bapat Rd, Shivajinagar, Pune, Maharashtra 411016, Maharashtra, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon.
2. To consider declaration of dividend on Equity Shares.
3. To appoint a director, in place of Mr. Sunil Kulkarni (DIN: 00752937), who retires by rotation and being eligible, offers himself for reappointment.

**On behalf of the Board**  
**For Fidel Softech Limited**

**Sneha Ratnaparkhi**  
**Company Secretary**  
**Membership No.: A42657**

**Place: Pune**  
**Date: May 23, 2024**

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**NOTES:**

1. The relevant details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of SS-2 Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment / re-appointment as Director is also annexed.
2. In line with MCA Circulars read with circulars issued by Securities Exchange Board of India (SEBI) vide SEBI/ HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022 (hereinafter referred to as "SEBI Circular for AGM"), the Notice of Nineteenth Annual General Meeting (AGM) along with the Annual Report for F.Y 2023-24 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company's Registrar & Share Transfer Agents, Bigshare Services Pvt. Ltd. ("RTA") / Depositories. Hard copies shall be sent to those members who shall request for the same. Members may note that the Notice of the Nineteenth AGM along with the Annual Report F.Y 2023-24 is also available for download on the website of the Company at [www.fidelsotech.com](http://www.fidelsotech.com) and on the websites of the Stock Exchanges, i.e. National Stock Exchange Limited (NSE) at [www.nseindia.com](http://www.nseindia.com) and on the website of NDSL at [www.evoting.nsd.com](http://www.evoting.nsd.com). To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with our Registrar & Share Transfer Agent, M/s. Bigshare Services Private Limited / Depositories.
3. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER.
4. The Proxy form duly completed must reach the Registered Office of the Company not later than forty-eight hours before the time appointed for holding the Meeting.
5. Pursuant to the provisions of Section 105 of the Companies Act, 2013 (the Act), a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
6. Corporate members intending to appoint authorized representative(s) to attend and vote on their behalf at the Nineteenth AGM are requested to submit to the Company a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate authorising their representative(s) to attend and vote by e-mail to [cs@fidesotech.com](mailto:cs@fidesotech.com) at least 48 hours before the meeting
7. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
8. Relevant documents / agreements referred to in the accompanying Notice including, Register of Directors / Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Companies Act 2013 and Register of Contracts maintained under Section 189 of the Companies Act 2013 and other relevant registers are open for inspection by the members at the Registered Office of the Company and copies thereof at the Corporate Office of the Company on all working days, except Saturdays, between 11.00.a.m. to 1.00.p.m. upto the date of the Meeting and at the Meeting.
9. Members/ proxies should bring the attendance slips duly filled in for attending the meeting.
10. The Proxies should carry their identity proof i.e. a Pan Card / Aadhaar card / Passport / Driving License for identification purpose
11. This notice is being sent to the shareholders whose name appears in the Register of Members as on 28th June, 2024
12. The Board of Directors at their Meeting held on 23<sup>rd</sup> May, 2024, recommended a Dividend @ 1.10 INR (only) per Equity Share of ₹10/- each of the Company for the year ended 31<sup>st</sup> March, 2024 and the same if declared at the Meeting will be paid on or before September 4, 2024 to the Company's Equity Shareholders whose name stand on the Register of Members as beneficial owners at the close of business as on Tuesday 30<sup>th</sup> July, 2024 as per the list provided by NSDL & CDSL in respect of shares held in electronic form and as Members in the Register of Members of the Company.
13. Income tax on Dividend will be deducted as per the prescribed rates in the Income Tax Act, 1961 (the IT Act). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at [cs@fidelsofttech.com](mailto:cs@fidelsofttech.com)
14. Members are requested to note that the unclaimed dividends will be transferred to the IEPF after the below mentioned last date of claim which has been calculated by adding 37 days and 7 years to the date of declaration:

Unclaimed as on March, 31 2024

Dividend and Year	Dividend Per Share	Date of Declaration	Last Date of Claim
Final Dividend 2023	0.70	August 3, 2023	September 9, 2030

15. Pursuant to the provisions of Section 108 of the Act 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 MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the nineteenth AGM of the Company in addition to the facility to vote at the Annual General Meeting by Ballot.
16. The Company has appointed National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means, as the authorised e-voting agency.
17. The remote e-voting period begins on Saturday, August 3, 2024 at 09:00 A.M. and ends on Monday, August 5, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 30th July, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 30th July, 2024

Instructions for Evoting: **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 share holders 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"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin-right: 20px;">  <b>App Store</b> </div> <div style="text-align: center; margin-right: 20px;">  <b>Google Play</b> </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="text-align: center; margin-right: 20px;">  </div> <div style="text-align: center;">  </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting 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?**

- 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, 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 eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

- Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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 is in active status.
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.



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### **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 [abhijit@abhijitdakhawe.com](mailto:abhijit@abhijitdakhawe.com) / [csYogesh.kandalgaonkar@gmail.com](mailto:csYogesh.kandalgaonkar@gmail.com) **<Please mention the e-mail ID of Scrutinizer>** with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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](http://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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to (Mr. Prasad Madiwale) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **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 ([cs@fidelsofttech.com](mailto:cs@fidelsofttech.com) ).
  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 ([cs@fidelsofttech.com](mailto:cs@fidelsofttech.com) ) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
  3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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.
- 18.18. A person who is not a member as on the Cut-off Date should treat this Notice solely for information purposes. Those who acquire equity shares of the Company and become members of the Company after the Notice is sent, and hold equity shares as on the Cut-off Date, may obtain the User ID and password by sending a request to the Company's e-mail address [cs@fidelsofttech.com](mailto:cs@fidelsofttech.com)
19. A member who have not voted on the electronic platform may cast their vote through Ballot at the AGM.
  20. The Board of Directors have appointed Mr. Abhijit Dakhawe, Practicing Company Secretary and failing him Mr. Yogesh Kandalgaonkar, Practicing Company Secretary as the Scrutinizer to scrutinize and conduct the e-voting and ballot voting during the Nineteenth AGM in a fair and transparent manner. They have communicated their willingness to be appointed as such and they are available for the said purpose.
  21. The Scrutinizer will immediately, but not later than 48 hours after the conclusion of voting at the Nineteenth AGM, start scrutinizing the votes cast at the Meeting along with remote e-voting and prepare a consolidated Scrutinizer's Report and submit thereafter to the Chairman of the Meeting or any person authorized by him in writing. The result declared along with the consolidated Scrutinizer's Report will be placed on the Company's website at [www.fidelsofttech.com](http://www.fidelsofttech.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) as well as displayed on the notice board at the Registered Office of the Company, within 48 hours of the conclusion of the Meeting. The Company will simultaneously forward the results to NSE, where the shares of the Company are listed
  22. The detailed address of venue of meeting with route map and nearest landmark is attached herewith.

23. Members are requested to notify the Company immediately the changes, if any, in the address in full with the postal area, pin code number, quoting their folio no./ client ID/DP ID to Company's Registrar and Share Transfer Agent, 'BIGSHARE SERVICES PRIVATE LIMITED' at Office No S6-2, 6<sup>th</sup> floor Pinnacle Business Park Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093 and to their respective Depository Participants (DP) for shares held in electronic form.
24. MEMBERS ARE REQUESTED TO PRODUCE THE ATTENDANCE SLIP DULY SIGNED, FOR ADMISSION TO THE MEETING VENUE.

**On behalf of the Board**  
**For Fidel Softech Limited**  
*(formerly Fidel Softech Private Limited)*

**Sneha Ratnaparkhi**  
**Company Secretary**  
**Membership No : A42657**

**Place: Pune**  
**Date: May 23, 2024**

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### **Annexure to the Notice calling Nineteenth Annual General Meeting**

Details of Director seeking Appointment/ Re-appointment as required under Secretarial Standards (SS-2)

#### **Item No. 3**

Under the provisions of Section 152 of the Act, at least one-third of the directors who are liable to retire by rotation shall retire at every Annual General Meeting of the Company. Mr. Sunil Kulkarni (DIN:00752937) Director, retires by rotation at this Nineteenth AGM, and has offered himself for re-appointment. He is a director of the Company from 2005.

Sunil Kulkarni is Chairman & promoter of Fidel Softech Limited. He is an entrepreneur with a passion for creating new products and markets. He has worked closely with the Japanese and Asian markets to grow Fidel into a mid-size firm with focus on core areas of Lang-tech, IT Services, Enterprise solutions and consulting.

Mr. Sunil Kulkarni (Chairman & Executive Director), Mrs. Prachi Kulkarni (Managing Director) and Mr. Shyamak Kulkarni (Non-Executive Director). Apart from this none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, directly or indirectly, financially, or otherwise in the proposed resolution.

The Board recommends his re-appointment as a Director, liable to retire by rotation and passing of this resolution as an Ordinary Resolution



Details as required under SS 2 are as under:

S. No.	Particulars	Sunil Kulkarni
1	Name	Sunil Sudhakar Kulkarni
2	DIN	<b>00752937</b>
3	Date of Birth	19/12/1971
4	Nationality	Permanent Residency for Japan, Non-Resident Indian
5	Age	<b>52</b>
6	Qualification	Bachelor of Mechanical Engineering
7	Experience	<b>24 years +</b>
8	Remuneration last drawn for the FY 2023-24	<b>36,00,000/- p.a.</b>
9	Date of first appointment on the Board	August 23, 2005
10	Shareholding in the Company	<b>7599996 Shares</b>
11	Relationship with other Director, Manager and KMP of the Company	<b>Prachi Kulkarni- Wife Shyamak Kulkarni- Son</b>
12	Number of Board Meeting attended during the year	<b>5</b>
13	Directorships in other Companies/Body Corporates	1. LinguaSol Private Limited- Director 2. LinguaNext Technologies Private Limited- Director 3. Coolpro International Private Limited- Director 4. Confederation of Interpreting 5. Translation and Localization Businesses- Director
14	No of Audit Committee meetings attended during the financial year	<b>NA</b>
15	No of Nomination and Remuneration Committee meetings attended during the financial year	<b>NA</b>
16	No of Stakeholder Relationship Committee meetings attended during the financial year	<b>NA</b>
17	No of Independent Directors Meeting attended during the financial year	<b>NA</b>

**On behalf of the Board**  
**For Fidel Softech Limited**  
*(formerly Fidel Softech Private Limited)*

**Sneha Ratnaparkhi**  
**Company Secretary**  
**Membership No : A42657**

**Place: Pune**  
**Date: May 23, 2024**

**Form No. MGT-11**  
**Proxy Form**

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

**CIN:** L72200PN2004PLC020061

**Name of the company:** Fidel Softech Limited

**Registered office:** Unit No. 202, 2<sup>nd</sup> Floor, Marisoft 3, West Wing, Marigold Software IT Park, Vadgaon Sheri, Pune – 411 014.

Name of the member (s):	
Registered Address:	
Email ID:	
DP ID, Client ID / Folio No.	

I/We, being the member (s) of \_\_\_\_\_ shares of the above-named company, hereby appoint:

1. Name: Address: E-mail ID: Signature: failing him	or	2. Name: Address: E-mail ID: Signature:
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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the company, to be held on Tuesday, August 6, 2024 at 10.00 a.m. at Sumant Moolgaonkar Auditorium, No. 1 (A Wing), Ground Floor, MCCIA Trade Tower, 403-A, Senapati Bapat Rd, Shivajinagar, Pune, Maharashtra 411016 India, and at any adjournment thereof in respect of such resolutions as are indicated below:

**Ordinary Business:**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon.
2. To consider declaration of dividend on Equity Shares.
3. To appoint a Director, in place of Mr. Sunil Kulkarni (DIN: 00752937), who retires by rotation and being eligible, offers himself for reappointment.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature of shareholder: \_\_\_\_\_ Signature of Proxy holder(s): \_\_\_\_\_

Affix  
one Rupee  
Revenue  
Stamp

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

**Fidel Softech Limited**

Unit No. 202, 2<sup>nd</sup> Floor, Marisoft 3, West Wing, Marigold Software IT Park,  
Vadgaon Sheri, Pune – 411 014, Maharashtra, India

**Attendance Slip**  
**19<sup>th</sup> Annual General Meeting**  
6<sup>th</sup> August 2024

DPID - CLID / L. F. No. : \_\_\_\_\_

Mr. /Mrs. / Miss \_\_\_\_\_

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the Annual General Meeting of the Company held at Sumant Moolgaonkar Auditorium, No. 1 (A Wing), Ground Floor, MCCIA Trade Tower, 403-A, Senapati Bapat Rd, Shivajinagar, Pune, Maharashtra 411016 India, at 10.00 am (IST) on 6<sup>th</sup> August, 2024.

Signature of Member/Proxy

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## Route Map of Venue

