KSOLVES
Emerging Ahead Always

Date: August 05, 2022

To
The Manager- Listing Compliance
National Stock Exchange India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla complex, Bandra (E), Mumbai 400051.

Subject: **Notice of 8th Annual General Meeting of the company.**

Scrip Code: **KSOLVES; ISIN: INE0D6I01015**

Dear Sir/Madam

Notice is hereby given that the 8th Annual General Meeting (8th AGM) of the members of the company is scheduled to be held on **Sunday, August 28, 2022 at 11:00 a.m. (IST)** through Video Conferencing (VC')/Other Audio-Visual Means ("OAVM'').

Further, Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from **Monday, August 22, 2022 to Sunday, August 28, 2022 (both days inclusive)**.

Further, Pursuant to Section 108 of The Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended the cut-off date for determining the eligibility for remote e-voting shall be **Sunday, August 21, 2022.**

Further, Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting facility to members shall commence with effect from **Thursday, August 25, 2022 at 9:00 a.m. and ends on Saturday, August 27, 2022 at 5:00 p.m. (IST).**

This is for your information and records.

For Ksolves India Limited

Manisha Kide
Company Secretary & Compliance Officer

NOTICE OF 8th ANNUAL GENERAL MEETING

Notice is hereby given that the 8th (eighth) Annual General Meeting ("AGM") of the Members of Ksolves India Limited will be held on Sunday the 28th day of August 2022 at 11:00 A.M. (IST) through Video Conferencing (VC) to transact the following businesses:

ORDINARY BUSINESS

1. **Adoption of financial statements**

   To consider and adopt the audited standalone financial statements and audited consolidated financial statements of the Company for the financial year ended March 31, 2022, and the reports of the Board of Directors ("the Board") and auditors thereon.

2. **Appointment of Ms Deepali Verma (DIN: 05329336) as a director, who is liable to retire by rotation**

   To appoint Ms Deepali Verma (DIN: 05329336) as a director, who retires by rotation and is eligible for reappointment, offering herself for reappointment.

SPECIAL BUSINESS

3. **Appointment of Ms. Sushma Samarth as an Independent Director**

   To consider and, if thought fit, pass the following resolution as an ORDINARY RESOLUTION:

   RESOLVED THAT Ms. Sushma Samarth (DIN: 03514831), who was appointed as an additional and independent director, pursuant to Sections 149, 152, 161, and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approvals and recommendations of the nomination and remuneration committee, and that of the Board, be and is hereby appointed as an independent director, not liable to retire by rotation, for a period up to November 15, 2026.

   RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers to any committee of directors with the power to further delegate to any other officer(s)/authorised representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

4. Appointment of Mr. Vineet Krishna as an Independent Director

To consider and, if thought fit, pass the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT Mr. Vineet Krishna (DIN: 07200342), who was appointed as an additional and independent director, pursuant to Sections 149, 152, 161, and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approvals and recommendations of the nomination and remuneration committee, and that of the Board, be and is hereby appointed as an independent director, not liable to retire by rotation, for a period up to May 31, 2027.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers to any committee of directors with the power to further delegate to any other officer(s)/authorised representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By order of the Board of Directors
for Ksolves India Limited

Sd/-
Manisha Kide
Company Secretary
M. No: A60275

Date: August 04, 2022
Place: Noida

Notes and e-voting instructions:

1. Explanatory Statement is under Section 102 of the Act relating to Items nos. 3 & 4 of the Notice of the 8th AGM are annexed hereto. Also, relevant details regarding Directors seeking re-appointment at the AGM, in terms of Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard – 2 on General Meetings, are also annexed to this notice.

2. As you are aware, given the situation arising due to the COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

3. 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 MCA Circulars dated April 08, 2020, April 13, 2020, and May 05, 2020, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) to facilitate voting through electronic means as the authorised e-Voting agency. CDSL will provide the facility of casting votes by a member.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for members on a 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 EGM/AGM without restriction on account of first come first served basis.

5. The Members attending the AGM through VC/OAVM will be counted to ascertain the quorum under Section 103 of the Companies Act, 2013.

6. Pursuant to MCA Circular No. 14/2020, dated April 08, 2020, the facility to appoint a proxy to attend and cast a vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members, such as the President of India or the Governor of a State or body corporate, can attend the AGM through VC/OAVM and cast their votes through e-voting.

7. Since the next Annual General Meeting will be conducted through VC/OAVM, the route map is not attached to the Notice.

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020, dated April 13, 2020, the Notice calling the AGM has been uploaded on the Company's website at **www.ksolves.com**. The Notice can also be accessed from the websites of the Stock Exchange, i.e., National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility, i.e., **www.evotingindia.com**

9. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020, and MCA Circular No. 17/2020 dated April 13, 2020, and MCA Circular No. 20/2020 dated May 05, 2020.

10. Given the outbreak of the COVID-19 pandemic, resultant difficulties involved in dispatching physical copies of the Annual Report and in line with the said Circulars issued by the MCA and said SEBI Circular, the Annual Report including Notice of the 8th AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/ Depository P participant(s) for communication purposes to the Shareholders and all other persons so entitled. Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the said Circulars issued by MCA and said SEBI Circular, the Annual Report including Notice of the 8th AGM of the Company would also be available on the website of the Company at **https://www.ksolves.com/investors** The same can also be accessed from the website of the Stock Exchange, i.e., NSE at **www.nseindia.com**, respectively and on the website of CDSL, i.e., **www.evotingindia.com**

11. Brief Resume of the Director(s) seeking re-appointment, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI (LODR) Regulations, 2015} and Secretarial Standard on General Meeting (SS-2) as amended issued by the Institute of Company Secretaries of India (ICSI) is annexed hereto and forms part of Notice.

12. Members joining the meeting through VC who have not already cast their vote using remote e-voting shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting before the AGM may join the AGM through VC but shall not be entitled to cast their vote again.

13. Members seeking any information about the accounts or any matter to be placed at the AGM or who would like to ask questions or register themselves as Speaker are requested to write to the Company mentioning their name Demat account number/folio number, email id, mobile number at **cs@ksolves.com** on or before August 21, 2022, to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the time available for the AGM.

14. Members holding the shares in the dematerialised form are requested to immediately notify the information regarding change of address and bank particulars to their respective Depository Participant.

15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, and all other documents referred to in the Notice will be available for inspection in electronic mode.

16. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, August 22, 2022 to Sunday, August 28, 2022 (both days will be inclusive)

17. In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (as amended from time to time) and Regulation 44 of the SEBI Listing Regulations and the said Circulars, the Company is pleased to provide the facility of "e-voting" to its Shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means. The instructions for e-voting are given herein below. The Company has engaged the services of Central Depository Securities Limited ("CDSL"), who will provide the e-voting facility for casting votes to a Shareholder using a remote e-voting system (e-voting from a place other than the venue of the AGM) ("remote e-voting") as well as e-voting during the proceeding of the AGM ("e-voting at the AGM").

    Further, in accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Sunday, August 21, 2022, as the "cut-off date" to determine the eligibility to vote by remote e-voting or e-voting at the AGM.

VOTING THROUGH ELECTRONIC MEANS:

18. A person whose name is recorded in the Register of Members of the Register of Beneficial Owners maintained by the depositories as of the cut-off date, i.e., Sunday, August 21, 2022, shall be entitled to avail of the facility of remote e-voting or e-voting at the AGM. Only those Shareholders who will be present at the AGM through VC/ OAVM facility and who would not have cast their vote by remote e-voting before the AGM and are otherwise not barred from doing so shall be eligible to vote through the e-voting system at the AGM.

19. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

(i) The voting period begins on August 25, 2022, at 9:00 a.m. (IST) and ends on August 27, 2022, at 5:00 p.m. (IST). During this period, shareholders of the Company, holding shares either in physical form or dematerialised form, as of the cut-off date of August 21, 2022, may cast their vote electronically. CDSL shall disable the e-voting module for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website **www.evotingindia.com**

(iv) Click on the "Shareholders" module

(v) Now enter your User ID
a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should ent Folio Number registered with the Company

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can login at **https://www.cdslindia.com** from Login - Myeasi using your login credentials. Once you successfully log in to CDSL's **EASI/EASIEST** e-services, click on the **e-Voting** option and proceed directly to cast your vote electronically.

(vi) Next, enter the Image Verification as displayed and Click on Login

(vii) If you are holding shares in Demat form and had logged on to **www.evotingindia.com** and voted on an earlier e-voting of any company, then your existing password is to be used

(viii) If you are a first-time user, follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or the company records to log in. • If the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click the **"SUBMIT"** tab

(x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now get the 'Password Creation' menu, requiring them to enter their login password in the new password field manually. Kindly note that the demat holders also use this password to vote for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with anyone and to keep it confidential.

(xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice

(xii) Click on the 220729009 for the relevant **<KSOLVES INDIA LIMITED>** on which you vote

(xiii) On the voting page, you will see **"RESOLUTION DESCRIPTION"** against the option **"YES/NO"** for voting. Select the option YES or NO as desired. Option YES implies that you assent to the Resolution, and vote NO means that you dissent to the Resolution.

(xiv) Click on the **"RESOLUTIONS FILE LINK"** option to view the full Resolution details

(xv) After selecting the resolution, you have decided to vote on, click **"SUBMIT"**. A confirmation box will be displayed. If you wish to confirm your vote, click "OK"; to change your vote, click "CANCEL" and modify your vote accordingly.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote

(xvii) You can also take a print of the votes cast by clicking on the **"Click here to print"** option on the Voting page

(xviii) If a Demat account holder has forgotten the login password, enter the User ID and the image verification code, click on Forgot Password & enter the details as prompted by the system

(xix) Shareholders can also vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from the respective Store. Please follow the instructions prompted by the mobile app during Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like 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 RTA at **bhagwan@bigshareonline.com**

2. For Demat shareholders, please provide Demat account details (CDSL 16-digit beneficiary ID or NSDL 16-digit DPID + CLID), 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 **bhagwan@bigshareonline.com**

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at **www.evotingindia.com** under shareholders/members log in by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login, where the EVSN of the Company will be displayed.

2. Shareholders are encouraged to join the Meeting through Laptops / iPad for a better experience

3. Further shareholders will be required to allow the camera and use an internet connection with a good speed to avoid any disturbance during the meeting

4. Please note that participants connecting from mobile devices or tablets or through laptops connected via mobile hotspot may experience audio/video loss due to fluctuation in their respective networks. Therefore, a stable Wi-Fi or LAN connection is recommended to mitigate any glitches above.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance **on or before August 20, 2022,** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The Company reserves the right to restrict the number of speakers depending on the time available for the AGM. These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered as speakers will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for Remote e-voting.

2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system available during the AGM.

3. If the shareholders cast any Votes through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the conference is available only to the shareholders attending the meeting.

4. Shareholders 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.

(xx) Note for Non - Individual Shareholders and Custodians

1. Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the "Corporates" module.

2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**

3. After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) on which they wish to vote.

4. The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com**, and on approval of the accounts, they would be able to cast their vote.

5. A scanned copy of the Board Resolution and Power of Attorney (POA), which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same

6. Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/Authority letter etc., together with the attested specimen signature of the duly authorised signatory who is authorised to vote, to the scrutiniser at **caarpitgupta@hotmail.com** and the Company at the email address viz; **cs@ksolves.com** (designated email address by the company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiniser to verify the same.

Suppose you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System. In that case, you may refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under the help section or write an email to **helpdesk.evoting@cdslindia.com** or contact Mr. Rakesh Dalvi (022-23058542/8738)

All grievances connected with the facility for voting by electronic means may be addressed to Mr Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call on 022-23058542/8738.

The board of directors has appointed Mr. Arpit Gupta (Membership No. 421544), Practicing Chartered Accountants, Partner of M/s A Y & Company (Formerly Known as M/s Arpit R Gupta & Company) (404, Fourth Floor, ARG Corporate Park, Ajmer Road, Gopalbari Jaipur-302006, Rajasthan, India) as the Scrutiniser to scrutinise the voting at the meeting and remote e-voting process fairly and transparently.

The Scrutinizer shall, after the conclusion of voting at the general meeting will first count the votes cast at the conference and, after that, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutiniser'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 and declare the result of the voting forthwith.

The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.ksolves.com** and the website of CDSL immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to Stock Exchange.

Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 and under Secretarial Standards on General Meetings (SS-2)

Item No. 3

The Board, based on the recommendation of the nomination and remuneration committee, at its meeting held on October 18, 2021, appointed Ms Sushma Samarth as an additional and independent director of the Company with effect from November 15, 2021, pursuant to Section 161 of the Companies Act, 2013. The Company has received from her all-statutory disclosures and declarations.

In the opinion of the Board, she has an extensive and in-depth understanding of business and finance and will bring tremendous value to the Board and the Company. She fulfills the conditions for independence specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other laws/regulations for the time being in force, to the extent applicable to the Company.
A copy of the draft letter for the appointment of Ms Sushma Samarth as an independent director setting out the terms and conditions is available for electronic inspection without any fee by the members.

The resolution seeks the approval of members for the appointment of Ms Sushma Samarth as an independent director of the Company up to November 15, 2026, pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof). Her office shall not be liable to retire by rotation.

As per the provisions of Section 161 of the Act, an additional director appointed by the Board shall hold office up to the date of the ensuing annual general meeting and shall be appointed as a director by the members. At its meeting on October 18, 2021, the Board appointed Ms Sushma Samarth as an additional and independent director who will hold office up to the ensuing AGM. Accordingly, her appointment is placed for the approval of members. This item is considered unavoidable and forms part of this notice in compliance with the MCA's General circular 20/2020.

The Board of Directors recommends the Ordinary Resolution at Item No. 3 of the accompanying Notice for approval of the Members of the Company.

No director, key managerial personnel or their relatives except Ms Sushma Samarth, to whom the resolution relates, is interested in or concerned with the resolution in Item no. 3.

A Brief Profile of Ms. Sushma Samarth is mentioned in Annexure - II to this notice.

Item No. 4

The Board, based on the recommendation of the nomination and remuneration committee, at its meeting held on May 15, 2022, appointed Mr Vineet Krishna as an additional and independent director of the Company with effect from May 31, 2022, pursuant to Section 161 of the Companies Act, 2013. The Company has received from her all-statutory disclosures and declarations.

In the opinion of the Board, he has an extensive and in-depth understanding of business and finance and will bring tremendous value to the Board and the Company. He fulfills the conditions for independence specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other laws/regulations for the time being in force, to the extent applicable to the Company.
A copy of the draft letter for the appointment of Mr Vineet Krishna as an independent director setting out the terms and conditions is available for electronic inspection without any fee by the members.

The resolution seeks the approval of members for the appointment of Mr Vineet Krishna as an independent director of the Company up to May 31, 2027, pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof). His office shall not be liable to retire by rotation.

As per the provisions of Section 161 of the Act, an additional director appointed by the Board shall hold office up to the date of the ensuing annual general meeting and shall be appointed as a director by the members. At its meeting on May 15, 2022, the Board appointed Mr Vineet Krishna as an additional independent director who holds office up to the ensuing AGM. Accordingly, her appointment is placed for the approval of members. This item is considered unavoidable and forms part of this Notice in compliance with the MCA's General circular 20/2020.

The Board of Directors recommends the Ordinary Resolution at Item No. 4 of the accompanying Notice for approval of the Members of the Company.

No director, key managerial personnel or relatives except Mr Vineet Krishna, to whom the resolution relates, is interested in or concerned with the resolution in Item no. 4.

A brief profile of Mr Vineet Krishna is as mentioned in Annexure - III to this notice.

Annexures to Notice of AGM

Annexure - I

Additional information on directors recommended for appointment/re-appointment at the Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards.

Resolution No.	2	3	4
Name of the Director	Ms. Deepali Verma	Ms. Sushma Samarth	Mr. Vineet Krishna
Director Identification Number (DIN)	05329336	03514831	07200342
Age	43	49	44
Date of Appointment at current designation	29th April, 2020	15th November, 2021	31st May, 2022
Qualifications	She holds degree in Master of Commerce	An alumnus of IIT Bombay and Indian School of Business, Hyderabad	He is an MBA from IIFT, New Delhi (2005 Batch) & a Hotel Management Graduate from Bangalore University (topper of his batch)
Experience (including expertise in specific functional area) / Brief Resume	She is having experience of 8 years in IT industry. She is involved in the business right from conceptualization stage to execution stage like planning, monitoring the all activities.	Annexure-II	Annexure-III
Terms and conditions of appointment / re-appointment	Whole-time Director, remuneration applicable aper Section 197 of companies Act 2013.	Non-Executive Independent Director not liable to retire by rotation	Non-Executive Independent Director not liable to retire by rotation
Remuneration proposed to be paid	--	Shall be eligible for the following: a) Sitting fees for attending meetings of the Board or committee thereof or for any other purpose whatsoever as maybe decided by the Board; b) Reimbursement of expenses for participation in the Board and other meetings.	Shall be eligible for the following: a) Sitting fees for attending meetings of the Board or committee thereof or for any other purpose whatsoever as may be decided by the Board; b) Reimbursement of expenses for participation in the Board and other meetings.
Names of listed entities in which the person also holds the directorship in other Companies	Nil	Nil	Nil

Resolution No.	2	3	4
Chairmanship/ Membership of Committees in other companies in which position of Director is held	Nil	Nil	Nil
Shareholding in the Company	35,58,400 equity shares	4000 equity shares	Nil
Relationship with Other Directors, Manager and other Key Managerial Personnel of the company.	Wife of Mr. Ratan Kumar Srivastava, Managing Director of the Company	Nil	Nil
The number of Meetings of the Board attended/ held during the FY 2021-22 i.e, upto 31st March, 2022	7/7	2/2	Nil (Appointed at the first Board Meeting for FY 2022-23, held on May 15, 2022)

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Annexure - II

A Brief Profile of Ms. Sushma Samarth

Ms. Sushma Samarth brings in over 16 years of experience in Information Technology Enabled Services (ITES) across leading corporates such as COSL (Citcorp Overseas Software Limited, later known as Orbitech and Polaris), Infosys Ltd and Wipro Ltd, especially in the business domain of Banking & Capital Markets. She has extensive experience managing complex and large business transformation engagements, large multi-location IT Projects, IT Enabled Services for Investment Banking Operations of MNCs. She is also an edupreneur and the founder of an educational institute in the K-12 segment. She is a frequent speaker in Schools and Colleges on Motivation, Science Research and Career Counseling. She has helped shape strategic vision and priorities for many small businesses. Sushma and her team won Toycathon 2021, organised by the Government of India. An alumnus of IIT Bombay and Indian School of Business, Hyderabad, she is also a key team member of a Non-Profit Organization focused on developing rural areas in Maharashtra.

Annexure - III

A Brief Profile of Mr. Vineet Krishna

Mr. Vineet Krishna brings on board 20 years of experience in areas such as sales & marketing, talent management/HR and entrepreneurial challenges. He has worked with marquee firms such as Dabur and ICICI Lombard before starting his entrepreneurial journey as a co-founder of a Headhunting & Recruitment Consulting firm, Golden Wheat Consultancy. He is also a Partner at Rangeela Pictures Pvt Ltd, creating content/web series for OTT Platforms. He is also a co-writer for Mirzapur web-series for Amazon Prime. He is an MBA from IIFT, New Delhi 2005 batch, and a Hotel Management Graduate from Bangalore University (topper of his batch).