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

Date: 4th September, 2020

Ref: NSE Symbol: MINDPOOL

Kindly attention: Concerned Officer

Dear Sir/ Madam,

Subject: Submission of Notice of 10th Annual General Meeting.

Dear Sir,

Please find enclosed herewith the Notice of 10th Annual General Meeting of the Company to be held on Wednesday, September 30, 2020 at 04:00 PM through Video Conference/ OAVM.

The Notice is also uploaded on the Company's Website:

https://www.mindpooltech.com/investors.html

This is for your information and record.

Thanking you,
Yours faithfully,

For, **Mindpool Technologies Limited**
(formerly Known as Mindpool Technologies private Limited)

PRIYAL SINGH
Digitally signed by PRIYAL SINGH
Date: 2020.09.04 16:46:03 +05'30'

Priyal Singh
Company Secretary & Compliance Officer
Encl. above

NOTICE OF 10th ANNUAL GENERAL MEETING

MINDPOOL TECHNOLOGIES LIMITED

REGISTERED OFFICE: S.No 198/1B, Building No. Delta-1, Giga Space, Viman Nagar Pune MH 411014 IN(old)

3rd & 4th, GK Mall, above Pantaloons, Near Konkane Chowk, Pimple Saudager, Pune, Maharashtra 411027 (new)

website: www.mindpooltech.com

E-mail: cs@mindpooltech.com

Contact: 020-66240089

(CIN: L72900PN2011PLC138607)

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 10th ANNUAL GENERAL MEETING OF THE MEMBERS OF MINDPOOL TECHNOLOGIES LIMITED TO BE HELD ON SEPTEMBER 30, 2020 WEDNESDAY AT 4:00 P.M. THROUGH VIDEO CONFERECNCING / OAVM TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at March 31, 2020 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon.**

   "**RESOLVED THAT** the financial statements including statement of profit and loss for the financial year ended March 31, 2020 and Balance sheet as on that date along with the Directors' and Auditors' Report thereon, including consolidated financial statement, as circulated to the members and placed before the Meeting, be and hereby adopted."

2. **To reappoint Mrs. Poonam Ritesh Sharma (DIN: 03397469), who retires by rotation pursuant to section 152(6) of the Companies Act 2013, at this Annual General Meeting and being eligible, offers herself for re-appointment.**

   "RESOLVED THAT Mrs. Poonam Ritesh Sharma (DIN: 03397469) be and is hereby re-appointed by the members of the Company who is eligible and offers herself for re-appointment."

SPECIAL BUSINESS:

3. **To appoint Mr. Kaustubh Karwe DIN 08553122 as an Independent Director of the Company**

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

   "RESOLVED THAT, Kaustubh Karwe (DIN 08553122) who was appointed as an Additional Non-Executive Independent Director of the Company w.e.f. September23, 2019 by the Board of Directors and who holds office up to the date of this Annual General Meeting in terms of Section 161, 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 and Article of Association of the Company, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible, offer himself for appointment, and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a Member signifying his intention to propose Kaustubh Karwe (DIN 08553122) candidature for the office of the Director, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for 3 (Three) consecutive years commencing from September 23, 2019 upto September 22, 2022 and he is not liable to retire by rotation."

RESOLVED FURTHER THAT, any of the Directors or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

4. **To Authorize Board of Directors for Borrowings Under Section 180(1) (C) of the Companies Act 2013:**
To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to section 180(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and Articles of Association of the Company, consent of the Company be and is hereby given to the Board of Directors of the Company to borrow moneys whether rupee loans or foreign currency loans or other external commercial borrowings, from time to time, at their discretion together with the moneys to be borrowed/already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) either from the Company's Bankers and/or any one or more persons or Financial Institutions or from any other sources abroad, such as, Foreign Banks, Foreign Investment/Financial Institutions or Funds or other Bodies, Authorities/Entities abroad whether by way of cash credit, advance, loans or bill discounting, Issue of Non-Convertible Debentures/Fully Convertible Debentures/Partly Convertible Debentures with or without detachable or non-detachable warrants or warrants of any other kind, bonds, external commercial borrowings or other debt instruments, or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge on the Company's assets and properties whether movable or immovable or stock-in-trade and work-in-progress of the Company on such terms and conditions as may be considered suitable by the Board of Directors upto a limit of Rs. 500,000,000 /- (Rupees Fifty Crores only) in excess of the aggregate of the paid-up-capital of the Company, free reserves and securities premium that is to say, reserves not set apart for any specific purpose.

R**ESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise

in this regard, to finalise and execute all such deeds, documents and writings as may be necessary, desirable or expedient as it may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Whole-Time Director or Director of the Company to give effect to the aforesaid resolution."

5. **To Consider and Approve the Limits for the loans and investment by the company in terms of the provisions section 186 of the Companies Act, 2013.**

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

RESOLVED THAT pursuant to the provisions of section 186 of the Companies act 2013 (as amended or re-enacted from time to time) read with rule no 11 & 13 the Companies (Meeting of Board and its Powers) Rules, 2014 subject to such approvals, consents, sanctions and permissions of the appropriate authorities as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (Hereinafter referred to as "Board" which term shall include any committee constituted by the Board to exercise all the powers conferred on the Board by this resolution) to make loans or make investments, in one or more trenches by subscription, purchase or otherwise in subsidiary(ies)/any-body/ Body Corporate in India or Abroad(existing or which may be promoted or incorporated) for an amount(s) in excess of the limits prescribed in the Section 186 of the companies Act 2013, but subject to a maximum limit of Rs. 50,00,00,000/- (Indian Rupees Fifty Crore Only) on such terms and conditions as may be decided by the Board from time to time.

RESOLVED FURTHER THAT the Board be andis hereby authorized to negotiate and finalize the terms and conditions of the said Loans or investments, guarantees and provision of security on behalf of the Company as it may deem fit in the interest of the Company.

RESOLVED FURTHER THAT pursuant to rule no 12 of the Companies (Meeting of Board and its Powers) Rules, 2014 and section 117 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no 24 of the Companies (Management and Administration) Rules 2014, any of the Director or Chief Financial Officer or Company Secretary of the Company be and is hereby authorized to making necessary entries in the Register of Investment , authenticate it and file form no MGT-14 with the Registrar of Companies, Pune within the prescribed time and fees.

RESOLVED FURTHER THAT the Board be andis hereby authorized to take all such actions and to settle all such matters arising out of incidental thereto and to sign and execute all deeds, applications, documents and such investments , loans, guarantees or provision of security and generally do to all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution including intimating about this resolution to the relevant stock exchange.

6. **To Consider and Approve the Limits for the loans to be made by the company in terms of the provisions section 185 of the Companies Act, 2013.**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 185 , 186 of the Companies Act, 2013 ("Act") read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions of the Act and the rules and regulations made thereunder and the enabling provisions of the Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded to grant a loan ("Proposed Loan") up to Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lakhs only) to SA Tech Software India Private Limited ("SA Tech") (CIN No. U72900PN2012PTC145261), in one or more tranches, for the business activities of SA Tech related to its meet its working capital requirements , on such terms and conditions as may be mutually agreed between the Company and SA Tech.

RESOLVED FURTHER THAT Mr. Ritesh Sharma, Chairman and Managing Director be and is hereby severally authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalise the terms and conditions and execute such agreements, documents and writings and to make such filings including intimating the relevant stock exchange and Registrar of Companies, Pune as may be necessary, expedient and desirable, in order to give effect to this Resolution in the best interest of the Company."

Registered Office:
3rd & 4th, GK Mall, above Pantaloons,
Near Konkane Chowk, Pimple Saudager, Pune, Maharashtra 411027

For, **Mindpool Technologies Limited**
(Formerly known as Mindpool Technologies Private Limited)

Sd/-

Priyal Singh
Company Secretary
A54974

Place: Pune
Date: 3rd September, 2020

NOTICE OF 10th ANNUAL GENERAL MEETING

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the ~~EGM~~/AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing ~~EGM~~/AGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this ~~EGM~~/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the ~~EGM~~/AGM through VC/OAVM and participate thereat and cast their votes through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to sunil.nanal@kanjcs.com with copies marked to the Company at cs@mindpooltech.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.co.in

3. The Members can join the ~~EGM~~/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 ~~EGM~~/AGM through VC/OAVM will be made available for members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the ~~EGM~~/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the ~~EGM~~/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Since the ensuing Annual General meeting will be conducted through VC/OAVM therefore the route map is not attached in the Notice.

6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the ~~EGM~~/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the

authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the ~~EGM~~/AGM will be provided by NSDL.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the ~~EGM~~/AGM has been uploaded on the website of the Company at www.mindpooltech.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the ~~EGM~~/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. ~~EGM~~/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 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at cs@mindpooltech.com on or before September 23, 2020 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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

11. 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.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER :-

I. **The remote e-voting period begins on 27th September, 2020 at 09:00A.M. and ends on 29th September, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, the members of the Company holding shares as on the Cut-off date i.e. Wednesday, September 23, 2020 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.**

II. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e Wednesday, September 23, 2020 shall be

entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.

III. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

IV. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Wednesday, September 23, 2020.

V. The Company has appointed Sunil Nanal from Kanj and Co. LLP, Practicing Company Secretary (Membership No. FCS: 5977 CP No: 2809), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner

How do I vote electronically using NSDL e-Voting system?

The remote e-voting period begins on 27th September, 2020 at 09:00A.M. and ends on 29th September, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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.*
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. Your password details 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, send a request at evoting@nsdl.co.in or at cs@mindpooltech.com mentioning your demat account number/folio number, your PAN, your name and your registered address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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.

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 www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Ms. Sarita Mote at saritaM@nsdl.co.in or at evoting@nsdl.co.in

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 investors@mindpooltech.com
   In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@mindpooltech.com

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Company	Mindpool Technologies Limited Add: 3rd & 4th, GK Mall, above Pantaloons, Near Konkane Chowk, Pimple Saudager, Pune, Maharashtra 411027 Contact: +91-992397496 Email: investors@mindpooltech.com Web:www.mindpooltech.com
Registrar and Transfer agent:	Bigshare Services Pvt Ltd 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai 400059, India. Tel: 022-6263 8200 email: jibu@bigshareonline.com
E-Voting agency	Email: saritaM@nsdl.co.in or at evoting@nsdl.co.in NSDL help desk: 1800-222-990
Scrutinizer	Sunil G Nanal Email: sunil.nanal@kanjcs.com Contact: 020-25466265 ,020- 62656520, 020- 65296055

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at https://www.evoting.nsdl.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

NOTICE OF 10th ANNUAL GENERAL MEETING

Explanatory Statement to Ordinary Business Pursuant to Section 102 of the Companies Act, 2013:

ADDITIONAL INFORMATION ON DIRECTORS BEING APPOINTED / RE-APPOINTED AS REQUIRED UNDER REGULATION 26(4) & REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

S.No	Particulars	Details
1	Name of the Director and DIN	Poonam Ritesh Sharma – DIN03397469
2	Designation	Whole-Time Director
3	Date of Birth	15/04/1981
4	Qualification	B.Com & B.ED
5	Date of Original Appointment	21/02/2011
6	No. of Board Meetings attended during the Year	05
7	Experience and Expertise	Poonam Sharma aged 38 years, is the Promoter and Whole Time Director of the Company. She holds a Bachelor's degree in commerce and has completed her B.ED (Bachelor of Education) from Pt. Ravishankar Shukla University, Raipur. She has been associated with the company since inception. She is looking after the Human Resource and administration Operations of the Company.
8	Relationship between Directors, Manager and other Key Managerial Personnel	Mr. Ritesh Sharma, Chairman & Managing Director of the Company is the Husband of Mrs. Poonam Ritesh Sharma.
9	Directorship in other Companies	Director in Mindpool Technologies INC, USA and Whole-Time Director in SA Tech Software India Private Limited.
10	No. of Equity Shares held in the company	15,05,000 Equity Shares
11	Terms and conditions of reappointment & Remuneration sought for	Whole-time Director, remuneration applicable a per Section 197 of companies Act 2013.
12	Details of remuneration last drawn	Rs. 1,140,000/- Per annum
13	Chairmanship/Membership of Committees in the Board of other Companies	NIL

Item No.3

TO APPOINT MR. KAUSTUBH KARWE DIN 08553122 AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Kaustubh Karwe (DIN 08553122) as an Additional Director w.e.f September, 23 2019. In terms of Section 161(1) of the Companies Act, 2013 read with Articles of Association of the Company, Mr. Kaustubh Karwe holds office as an Additional Non-Executive Independent Director only up to the date of the ensuing Annual General Meeting. Mr. Kaustubh Karwe, being eligible has offered himself for appointment as a Non-Executive Independent Director. The Company has received notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Mr. Kaustubh Karwe, for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act. Since his appointment as an Independent Director has been recommended by the Nomination and Remuneration Committee, the provision regarding deposit of 1,00,000/- under Section 160 of the Act is not applicable. The Board of Directors is of the opinion that Mr. Kaustubh Karwe knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No. 3 of this Notice relating to his appointment as an Independent Director being Non Executive not liable to retire by rotation for your approval.

Brief profile:

Kaustubh Karwe is a recipient of Lifetime-Achievement-Award by RIGHTS-Foundation.

He is an MBA from Xaviers International University, India, CIPM (Certificate in Project Management) by PMA, India, CSTM (Certified Software Test Manager) by Ministry of IT, India, Certified-Master-Trainer by MEPSC, Ministry of HRD, India with ~24 years of professional experience mainly into IT Projects, HR & Administration plus Training & Development. His Experience into IT includes “Software Design, Development & Testing”, “Project Execution, Documentation & Delivery”, Large Team Management (On-Shore & Off-Shore Model) plus Manpower-Staffing”. Kaustubh has successfully executed one large IT-Project at Malaysia representing "iGate Global Solutions" as a Project-Manager for a Global-Client.

During his professional experience, he was holding various positions: 6 years as a "Team Leader". 6 years as an "Oracle Applications Consultant" 6-1/2 years as "Project Manager" & currently for the past 5-1/2 years as a "Corporate Trainer".

Kaustubh is also a nominated member of “Pune Police Traffic Ambassador”, “Police Station Peace Committee”, LinkedIn “Global Goodwill Ambassadors”, BYST (Bharatiya Yuva Shakti Trust), “L&D Global Pune Chapter” & TLR Now. Now Kaustubh wants to get involved & work with the team of decision-makers who are the key-members of the organization.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for reappointment on passing a special resolution by the company and disclosure of such appointment in its Board’s report. Section 149(11) provides that an independent director may hold office for upto two consecutive terms of Five years each.

In the opinion of the Board of Directors, Mr. Kaustubh Karwe, fulfills the conditions for his appointment as an Independent Director as per the statutory requirements and possesses appropriate skills, experience and knowledge.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the members for a period of 3 (Three) consecutive years in the first term and not liable to retire by rotation.

A copy of the draft letter of appointment of Mr. Kaustubh Karwe as an Independent Director stating the terms and conditions, is available for inspection by the Members at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel and their relatives are interested or concern in the resolution.

ADDITIONAL INFORMATION ON DIRECTORS BEING APPOINTED / RE-APPOINTED AS REQUIRED UNDER REGULATION 26(4) & REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

S.No	Particulars	Details
1	Name of the Director and DIN	Mr. Kaustubh Karwe (DIN 08553122)
2	Father's Name	Kaustubh Narayan Karwe
3	Date of Birth and age	19-12-1962, 57 Yrs
4	Date of Appointment on Board	23-09-2019
5	Brief resume	24+ Yrs of Professional experience MBA from Xaviers International University, India and other certifications.
6	Expertise in Specific Functional Area	Please refer item no 3 to the explanatory statement of the notice calling AGM.
7	Directorship in other Companies	None
8	No. of Equity Shares held in the company	NIL
9	Chairmanship/Membership of Committees in the Board of other Companies	NIL
10	Number of Board meetings attended during the year	03
11	Shareholding in the Company of the spouse and immediate relatives of the Director	NIL
12	Tenure and term of appointment	First Term 3(Three) years
13	Terms and conditions of appointment.	Non-Executive Independent Director not liable to retire by rotation
14	Remuneration Proposed	Shall be eligible for the following: a) Siting 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.
15	Relationship with other Directors or Key Managerial Personnel of the Company	NA

Item No.4

AUTHORIZATION TO BOARD OF DIRECTORS FOR BORROWINGS UNDER SECTION 180(1) (C) OF THE COMPANIES ACT

The provisions of Section 180(1)(c) of the Companies Act, 2013 provides that the Board of Directors of a company shall borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company upto the aggregate of its paid up share capital and free reserve, and consent of the shareholders by a special resolution is required in case where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid up share capital and free reserves.

The company is constantly reviewing opportunities for new and expansion of its business operations and would, therefore required to borrow in order to achieve greater financial flexibility and therefore proposed that the board of directors of the company be authorized to borrow from time to time such sum of money even though the money so borrowed together with money already borrowed exceed in the aggregate of the paid up share capital , securities premium and free reserves of the company provided however that the total borrowing (apart from temporary loans obtained or to be obtained from company's bankers in the ordinary course of business) shall not exceed Rs. 50, 00,00,000/- (Rupees Fifty Crore) as specified in proposed resolution.

The Board commends the Special Resolution set out at Item No. 04 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel and their relatives are interested or concern in the resolution.

Item no. 5

Special Resolution for approval of the limits for the Loans and Investment by the Company in terms of the provisions Section 186 of the Companies Act, 2013

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the 10th Annual General Meeting for an amount not exceeding INR 50,00,00,000 (Indian Rupees Fifty Crore Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

Item no. 6

The Company has received a request from SA Tech Software India Private Limited ("SA Tech") to grant financial assistance ("Proposed Loan") related to meet working capital requirements of SA Tech's business.

SA Tech is an Indian subsidiary of the Company and accordingly, it is a 'Related Party' of your Company in terms of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1) (zb) of the SEBI LODR . Further, the Proposed Loan does not qualify as a 'Material Related Party Transaction' as per Regulation 23(1) of SEBI LODR as Your Company is SME Listed Company.

In terms of the provisions of Section 186 and 185 of the Act (as amended by Companies (Amendment) Act, 2017 and notified by Ministry of Corporate Affairs vide notification dated May 7, 2018), the Proposed Loan requires the approval of the members of the Company by way of a Special Resolution, since the Company and SA Tech have common directors i.e. Mr. Ritesh Sharma and Mrs. Poonam Sharma. In this case, votes of all members shall be considered to approve the resolution under Item number 6.

The Company does not anticipate requirement of granting such loan on immediate basis, the members approval proposed is for future requirements. Accordingly, no credit risk or equity exposure is anticipated for your Company as a result of the Proposed Loan.

The Audit Committee of the Company, at its meeting held on 1st September, 2020, was pleased to approve the Proposed Loan, subject to approval of the Board of Directors and fulfilment of other requirements, if any. Further, the Board of Directors of the Company, at its meeting held on 1st September, 2020, was pleased to unanimously approve the Proposed Loan, subject to the approval of the members of the Company and other requisite approvals and requirements, if any

The key particulars of the Proposed Loan are as under –

Particulars	Information
Name of the Related Party	SA Tech Software India Pvt. Ltd.
Name of Director(s) or Key Managerial Person who is related	The following are common Directors/ KMPs with Company and SA Tech- 1. Mr Ritesh Sharma 2. Mrs Poonam Sharma Accordingly, both the above mentioned Directors did not participate in discussions and did not vote on the resolutions of the Audit Committee and Board of Directors in relation to the Proposed Loan.
Nature of relationship	SA Tech is a subsidiary of the Company w.e.f 7th November, 2019.
Purpose	Financial assistance related to meet the Working Capital Requirements.
Material terms of the transaction	
- Total limit	Up to Rs.3,50,00,000/- (Rupees Three Crore Fifty Lakhs only) to be given through one or more tranches
- Nature of loan	Term loan
- Tenure	60 months (or such extended period as may be mutually agreed between Company and SA Tech subject to requisite approvals) In case of termination of the agreement, outstanding loan and interest to become payable within 90 days of final date of termination of the Agreement.
- Interest	Interest rate will not be charged below India government Treasury Bill (364 day) rate (TBLR) + 165 basis points spread. The TBLR will be determined by using the Treasury Bill (364 day) reference rate published on the RBI's website at https://www.rbi.org.in/home.aspx. The RBI published rate will be rounded off to the nearest 5 basis points (0.05%) to arrive at the applicable TBLR. Payment of interest to be made on monthly Payout basis.

None of the Directors, except for Mr. Ritesh Sharma, Mrs. Poonam Sharma or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolutions.

These Board is of the opinion that the Proposed Loan is in the best interests of the Company, and therefore, recommends the Resolution set out in the Notice for the approval of the members.

Registered Office:
3rd & 4th, GK Mall, above Pantaloons,
Near Konkane Chowk, Pimple Saudager, Pune, Maharashtra 411027

For, **Mindpool Technologies Limited**
(Formerly known as Mindpool Technologies Private Limited)

Sd/-

Priyal Singh **Place: Pune**
Company Secretary **Date: 3rd September, 2020**

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