



Mindteck (India) Limited

(CIN: L30007KA1991PLC039702)

Regd. Office: AMR Tech Park, Block 1, 3rd Floor
#664, 23/24, Hosur Road, Bommanahalli
Bengaluru - 560068. India

Tel: +91 80 4154 8000/4154 8300

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www.mindteck.com

Ref: MT/SG/2025-26/26
August 19, 2025

Scrip Code: 517344
Symbol: "Mindteck"

To, BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001	To, National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051
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Dear Sir/Madam,

Subject: Communication to shareholders regarding Postal Ballot Notice - Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We hereby enclose a copy of the Postal Ballot Notice dated August 18, 2025, together with the Explanatory Statement which is sent by email to all the Members today, whose email addresses are registered with the Company/its Registrar and Transfer Agent (RTA)/ Depository Participants whose names appear in the Register of Members as on the cut-off date i.e., August 15, 2025.

The Company has engaged the services of Central Depository Services (India) Limited for providing evoting facility to the Members. The evoting will commence at 9:00 AM (IST) on Thursday, August 21, 2025, and shall end at 5:00 PM (IST) on Friday, September 19, 2025 (both days inclusive).

The results of the same will be declared on or before Tuesday, September 23, 2025.

Request you to take the same on record.

Thanking you,

Yours Truly,

For Mindteck (India) Limited

Sathya Raja G.

AVP, Legal and Company Secretary

MINDTECK (INDIA) LIMITED
(CIN: L30007KA1991PLC039702)
Regd. Office: A.M.R. TECH PARK, BLOCK 1, 3RD FLOOR, #664, 23/24, HOSUR MAIN ROAD,
BOMMANAHALLI, BENGALURU-560 068
Ph: +91-80-4154 8000, Email ID: info@mindteck.com; Website: www.mindteck.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014]

TO,
THE MEMBERS OF MINDTECK (INDIA) LIMITED

NOTICE IS HEREBY given pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 and any amendments thereto, read with the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), to seek Members' approval by way of postal ballot only by voting through electronic means (e-voting) in respect of the Resolutions contained as Special Business given hereunder.

In accordance with the MCA Circulars, the Notice of Postal Ballot is being sent in electronic form only. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The Company will send Postal Ballot Notice ("Notice") by email to all its Members who have registered their email addresses with the Company or Depository Participant(s) and the communication of assent/dissent of the Members will only take place through the remote e-voting system.

Members are requested to carefully read the instructions provided in the Notice and record their assent (**FOR**) or dissent (**AGAINST**) only through the remote e-voting process not later than 5:00 p.m. (IST) on September 19, 2025, failing which it will be considered that no reply has been received from the Member.

Members' consent is requested for the proposal contained in the Resolution appended herein below.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Notice (the "Notice") seeking the Members' assent or dissent to the proposed Resolution.

SPECIAL BUSINESS

1. Appointment and Payment of Remuneration to Mr. Yusuf Lanewala (DIN: 01770426), as Chairman and Managing Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V of Companies Act, 2013 and all other applicable Acts, Rules and Regulations including any statutory modification(s) or re-enactment(s) thereof for the time being in force, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time, and such terms and conditions as may be stipulated by the Members while granting approvals in that behalf, Mr. Yusuf

Lanewala (DIN: 01770426), the existing Non-Executive Chairman be and is hereby appointed as the Chairman and Managing Director of the Company, notwithstanding that he has crossed the age of 70 years as mentioned in Part I of Schedule V of the Companies Act, 2013, from August 08, 2025, for a period of one (1) year on a fixed pay remuneration of Rs. 1.50 Crore (Rupees One Crore and Fifty Lakhs Only) per annum as stipulated in the employment agreement and as recommended by the Nomination and Remuneration Committee of the Board and agreed upon between him and the Board of Directors, with the authority to the Board of Directors to alter and vary the terms and conditions of the said appointee within the above limit.

RESOLVED FURTHER THAT notwithstanding anything to the contrary, such remuneration may exceed five (5) percent of the net profits of the Company being the limit specified under Section 197 of the Companies Act, 2013, and in the event of loss or inadequacy of profits in any financial year, Mr. Yusuf Lanewala shall be paid a fixed pay remuneration of Rs. 1.50 Crore (Rupees One Crore and Fifty Lakhs Only) per annum, as Minimum Remuneration as agreed between the Board of Directors and Mr. Yusuf Lanewala as per the limits mentioned in the Section 197(3) read with Schedule V of the Companies Act, 2013 as amended from time to time.

RESOLVED FURTHER THAT any Director and the Company Secretary of the Company be and are hereby severally authorized to take such steps, actions and do things, deeds, matters including the filing of necessary forms with Ministry of Corporate Affairs and intimation to Stock Exchanges, as may be required or are necessary so as to give proper effect to this Resolution.”

Registered Office:

A.M.R. Tech Park, Block 1,
3rd Floor, #664, 23/24, Hosur Main Road,
Bommanahalli, Bengaluru-560 068

By the Order of the Board of Directors,

for MINDTECK (INDIA) LIMITED

S/d-

Sathya Raja G.

Associate Vice-President,

Legal and Company Secretary

August 18, 2025

Bengaluru

NOTES:

- 1 The explanatory statement and reasons for the proposed Resolutions pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
- 2 The notice of the Postal Ballot will also be placed on the Company's website (www.mindteck.com) which will remain till the last date of e-voting for the Members.
- 3 The Company has appointed Mr. Gopalakrishnaraj H. H., Practicing Company Secretary (FCS No. 5654, CP No. 4152), Bengaluru, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
- 4 In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Physical Shareholders are requested to update their email address with the Company's Registrar and Share Transfer Agent (RTA) i.e. MUFG Intime India Private Limited, C 101, 247 Park, LBS Road, Vikhroli West, Mumbai – 400083, Email: rnt.helpdesk@in.mpms.mufg.com. Demat Shareholders are requested to update their email address with their respective Depository Participants. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

- 5 Members may note that this Postal Ballot Notice will also be available on the Company's website (www.mindteck.com), websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and on the website of Central Depository Services (India) Limited ("CDSL"), (www.evotingindia.com).
- 6 Upon completion of the scrutiny, the Scrutinizer will submit his report to the Chairman or the Company Secretary of the Company. Subsequently, the result of the Postal Ballot will be announced by the Chairman or the Company Secretary of the Company latest by **Tuesday, September 23, 2025**.
- 7 The results declared, along with the Scrutinizer's Report, shall be placed on the Company's website (www.mindteck.com) and on the website of CDSL (www.evotingindia.com) after passing of the Resolutions and communicated to the Stock Exchanges, where the shares of the Company are listed.
- 8 The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e., September 19, 2025.
- 9 In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules framed there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members are provided with the facility to cast their vote electronically through the e-voting services provided by CDSL on all resolutions set forth in this Notice.

A. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on August 21, 2025 (9.00 a.m. IST) and ends on September 19, 2025 (5.00 p.m. IST). During this period, shareholders of the Company, holding shares either in physical mode or in dematerialised mode, as on August 15, 2025 (**Cut-off date**), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members whose names appear on the Register of Members as on August 15, 2025 (Cut-off date) are considered for the purpose of e-voting. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under the Regulation 44 of SEBI LODR Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders are at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iii) In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) 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 URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasitoken/Home/Login or visit www.cdslindia.com and click on Login icon and select New System MyEasi. 2) After successful login, the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting the vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there are 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. 3) If the user is not registered for Easi and Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration and https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration respectively. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser and type the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS"

	<p>Portal or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser and type the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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. After successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

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. CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issues in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issues in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000.
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(iv) **Login method for e-Voting and joining virtual meeting for physical shareholders and shareholders other than individual holding shares in demat mode:**

- a. Log on to the e-voting website www.evotingindia.com.
- b. Click on “Shareholders” module.
- c. Now Enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is required to be used.
- f. If you are a first-time user follow the steps provided below:

	For Members holding shares in Demat mode (other than individual) and Physical mode
PAN	<ul style="list-style-type: none"> • Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) • If you have not updated your PAN with the Company/Depository Participant, you are requested to use the sequence number sent by Company/RTA or contact Company/RTA. In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Example: if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in DD/MM/YYYY format) as recorded in your Demat account or in the Company records in order to login. • If both 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) (c).

- (v) After entering the above details appropriately, click on “SUBMIT” tab.
- (vi) If you hold shares in physical mode, you will directly reach the Company selection screen. However, Members holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter your login password in the new password

field. Kindly note that this password is to be also used by the Demat holders for voting on resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vii) If you hold shares in physical mode, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for Mindteck (India) Limited on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution that you have decided to vote on, then click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a printout of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a Demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on “Forgot Password”, and enter the details as prompted by the system.

(xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting

- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the ‘Corporates’ module.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c. 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) for which they wish to vote on.
- d. 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.
- e. 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 scrutinizer to verify the same.
- f. Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; sathya.raja@mindteck.com, if they have voted from individual tab and have not uploaded same in the CDSL e-voting system for scrutinizer’s verification.

Process for those shareholders whose Email/Mobile Number are not Registered with the Company/Depositories:

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), AADHAAR (self attested scanned copy of Aadhaar Card) by email to **Company/RTA**.
2. For Demat shareholders (other than Individuals) - Please update your email IDs and Mobile No. with your respective Depository Participants (DP).
3. For Individual Demat shareholders – Please update your email ID and Mobile No. with your respective Depository Participants (DP) which is mandatory while e-Voting and joining virtual meeting through Depository.

B. Other Instructions:

- I. The e-voting period commences on August 21, 2025 (9.00 a.m. IST) and ends on September 19, 2025 (5.00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on August 15, 2025 (**Cut-off date**), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on August 15, 2025 (**Cut-off date**).
- III. Mr. Gopalakrishnaraj H. H., Practicing Company Secretary (Membership No. FCS 5654), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- IV. The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the e-voting on the last day of the Postal Ballot, unblock all the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman or Company Secretary of the Company.
- V. The results declared, along with the Scrutinizer's Report, shall be placed on the Company's website (www.mindteck.com) and on the website of CDSL (www.evotingindia.com) within two working days of the passing of the Resolutions through this Postal Ballot and shall be communicated to the Stock Exchanges, where the shares of the Company are listed.
- VI. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), 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. Alternatively, call at toll free no. 1800 21 09911.

Item no. 1: Appointment and Payment of Remuneration to Mr. Yusuf Lanewala, as Chairman and Managing Director of the Company.

Mr. Yusuf Lanewala (DIN: 01770426) was appointed as Non-Executive Chairman of the Company w.e.f. April 01, 2017. Mr. Yusuf Lanewala, being above 70 years of age, requires approval of the members under Part I of Schedule V of the Companies Act, 2013 for his appointment as Chairman and Managing Director. The Board considers that the valuable experience and expertise of Mr. Yusuf Lanewala will contribute significantly to the growth of the Company and hence recommends the resolution for approval by the members.

Mr. Yusuf Lanewala has given a declaration to the Company provided under Section 164 and other applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations. In the opinion of the Board, the Non-Executive Chairman fulfils the conditions specified in the Companies Act, 2013 and Rules framed there under as well as SEBI (LODR) Regulations, for the appointment as Chairman and Managing Director of the Company for a period of one (1) year w.e.f. August 08, 2025.

The appointment and payment of remuneration to the Chairman and Managing Director is placed before the Shareholders for approval.

The major terms and conditions of his appointment are as follows:

- A. **Term of Appointment:** 1 (One) year - August 08, 2025 to August 07, 2026.
- B. **Compensation:** The annual Remuneration of the Chairman and Managing Director, Mr. Yusuf Lanewala, shall be Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakhs only) as under:
 - **Fixed Pay:** Rs. 1.50 Crore (Rupees One Crore Fifty Lakhs only) per annum
 - **Saving and retirement plans:** As per the existing policy of the Company.
 - **Insurance:** Group Medical and Group Accident Policies.
 - **Other Benefits:** As per existing Company policy.
- C. Notice of Termination Period: 60 Days.
- D. The intention of the Company for the appointment of Mr. Yusuf Lanewala is to manage and control the Company's business and operations with the aim of securing a significant, sustained increase in the value of the Company for its shareholders. He is entrusted with substantial powers of management of the operations, performance, and all other areas of Mindteck and all its subsidiaries, subject to the superintendence, control and direction of the Board.

The Resolution seeks the approval of the Members in terms of Sections 196, 197, 198 and 203 read with Rules made thereunder along with Schedule V and other applicable provisions of the Companies Act, 2013, for the re-appointment and payment of remuneration to Mr. Yusuf Lanewala for a period of one (1) year from August 08, 2025.

Copies of the relevant resolutions of the Board and documents with respect to the appointment are available for inspection by the Members electronically from August 21, 2025, 9:00 a.m. onwards till the conclusion of the Postal Ballot. Members may log into the CDSL website (www.evotingindia.com) with their respective credentials and inspect the above referred documents and registers which will be made available under the Company's EVSN.

Details of Mr. Yusuf Lanewala, pursuant to the requirement of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 relating to re-appointment are provided separately.

In the event of loss or inadequacy of profits in any financial year, notwithstanding anything to the contrary, Mr. Yusuf Lanewala shall be paid a remuneration of Rs. 1.50 Crore per annum as fixed pay as may be approved by the Board, as the Minimum Remuneration as agreed between the Board of Directors and Mr. Yusuf Lanewala as per the limits mentioned in the Section 197(3) read with Schedule V of the Companies Act, 2013 as amended.

None of the Directors, Key Managerial Personnel of the Company including their relatives, except Mr. Yusuf Lanewala and his relatives, are interested or concerned in the resolutions or are in any way concerned or interested in the resolution set out at Item No. 1 of the Notice.

The Resolution seeks the approval of the Members in terms of Section 197 read with Rules made thereunder along with Schedule V and other applicable provisions of the Companies Act, 2013, for appointment and payment of remuneration to Mr. Yusuf Lanewala during his tenure as Chairman and Managing Director of the Company.

In light of the above, Members are requested to accord their approval to the Special Resolution as set out at Item 1 of the accompanying notice.

The statement as per Section II (iv) of Part II of Schedule V to the Companies Act, 2013 is set out below:

STATEMENT AS PER SECTION II (iv) OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013

I. General Information

1. Nature of industry	Information Technology			
2. Date or expected date of commencement of commercial production	Not Applicable			
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4. Financial performance based on given indicators	Rs. In Million			
	Details	FY 2022-23	FY 2023-24	FY 2024-25
	Paid Up Capital	252.70	253.50	319.10
	Reserves & Surplus	1,205.60	1,375.50	1,569.60
	Turnover	1,295.10	1,396.90	1,550.90
	Profit/(Loss) Before Tax	195.50	236.60	249.70
Profit/(Loss) After Tax	148.70	182.70	188.20	
5. Foreign Investment or Collaboration, if any	Embtch Holdings Limited, Mauritius is the Promoter of the Company. The Company has not invested in any foreign investment or collaboration other than in its Subsidiaries.			

II. Information about Mr. Yusuf Lanewala

(1) Background details	<p>Mr. Yusuf Lanewala is a seasoned IT Strategy and Management professional with over 40 years of global industry experience. Since starting his professional career in the Management Consulting Division of Price Waterhouse, Yusuf has held leadership positions with several leading IT services companies. He served as CEO for Malomatia QSC, a 100% subsidiary of the Qatar’s Supreme Council of Information and Communications Technology (ictQatar), which provides domain-specific enterprise IT solutions to the Government, Education and Healthcare sectors.</p> <p>As an Independent Consultant, Yusuf has advised several IT services companies in business strategy, and also consulted for several leading financial institutions in areas such as IT selection and deployment of systems for core banking, anti-money laundering, business intelligence, card management as well as channel management, including ATM deployment, internet and mobile banking.</p> <p>Yusuf was a board member of an IT services subsidiary set up by The Saraswat Cooperative Bank, a leading bank in India. He has been closely involved with various industry associations. He is also one of the Founding Directors of The Business Process Council, an organization created to collect, produce and enhance a common body of knowledge of business processes to help the industry achieve productivity faster and boost the career prospects of professionals.</p> <p>Yusuf has a Bachelor of Commerce degree from St. Xavier’s College, Kolkata and an MBA from the State University of New York. He also attended an Executive Education Program in Change Management at the Harvard Business School.</p>
(2) Past 3 (Three) Financial years remuneration	<p>No remuneration drawn except sitting fees for attending the Board and Committee Meetings, if any, as approved by the Board and the profit-related Commission as approved by the Board and the Members of the Company from time to time.</p>
(3) Recognition or awards	<p>NIL</p>
(4) Job profile and his suitability	<p>Mr. Yusuf Lanewala shall be responsible for performing all the duties that are customary to the position of Chairman and Managing Director and shall report to the Board of Directors of the Company. Such duties shall include full power and authority for the overall management and direction of the business of the Company and its subsidiaries, subject only to the provisions of law and overall direction by the Board of Directors, and including such other duties as may, from time to time, be assigned to Mr. Yusuf Lanewala by the Board of Directors of the Company. As Chairman and Managing Director, his responsibilities shall include, but shall not be limited to, (i) developing and implementing corporate strategy and overall corporate development of the Company and all its subsidiaries abroad (ii) achieving the financial budgets, targets and other financial or client related objectives as may be set by the Board of Directors, (iii) maintaining and cultivating clients/institutional relationships and providing input on alliances, partnerships and acquisitions for the Company on a global scale (iv) Integrating and motivating the management team and strengthening the internal processes and operations of the Company and its subsidiaries (v) maintaining relations with the shareholders (and all other stakeholders) and making every effort towards building profitable business lines and client relationships. He has considerable experience in the IT industry as</p>

	he worked in the capacity of Chairman, Managing Director and Group CEO.
(5) Remuneration proposed	Rs. 1.50 Crore (Rupees One Crore Fifty Lakhs only) per annum as a fixed pay
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Well within industry norms
(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other directors, if any.	NIL

III. Other information:

(1) Reasons of loss or inadequate profits	There is no loss, but the Company's standalone profit is inadequate to meet the percentage criteria stipulated in the Companies Act, 2013. However, Company has sufficient profits as per Consolidated Financial Statement.
(2) Steps taken or proposed to be taken for improvement:	IT Industry is subjected to many external constraints and effective measures are being taken to reduce the establishment cost and improve the profitability.
(3) Expected increase in productivity and profits in measurable terms	The Company hopes to increase the revenue and profits by improved margins in current and future years.

IV. Disclosures: The required disclosures shall be mentioned in the Board of Directors Report under the heading 'Corporate Governance' in the Annual Report of FY 2025-26.

- (1) Details of fixed component: A Fixed Pay of Rs 1.50 Crore per annum (Rupees One Crore Fifty Lakhs only)

The criteria for making payment to Chairman and Managing Director shall be as per Nomination and Remuneration Policy adopted by the Company which has been displayed on the website of the Company.

- (2) Service contracts and notice period: The Company has executed formal service contract with Mr. Yusuf Lanewala, Chairman and Managing Director for a period of 1 year with a Notice Period of 60 days.

- (3) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: NOT APPLICABLE

Information as per Secretarial Standards

Name	Mr. Yusuf Lanewala
Age	71 years
Date of first appointment on the Board	February 13, 2013
Qualifications	Bachelor of Commerce degree from St. Xavier's College, Kolkata and an MBA from the State University of New York. Attended an Executive Education Program in Change Management at the Harvard Business School.
Term of the Appointment	1 (one) year - August 08, 2025 to August 07, 2026
Remuneration	Rs. 1.50 Crore per annum as a fixed pay.
Other terms and conditions	Saving and retirement plans: As per the existing policy of the Company. Insurance: Group Medical and Group Accident Policies. Other Benefits: As per existing Company policy.
Notice Period	60 days
Experience	Over 40 years
Remuneration last drawn	No remuneration was drawn except sitting fees for attending the Board and Committee Meetings as approved by the Board and Profit-Related Commission.
Shareholding in the Company	41,961 shares
Relationship with other Directors/KMP of the Company	NIL
Number of Board Meetings attended during the FY 2024-25	Four (4) Board Meetings
Directorships in other Companies	NIL
Chairman/Member of the Committee(s) of Board of Directors in other Companies in which he is a director	NIL

**By order of the Board of Directors
For Mindteck (India) Limited.**

S/d-

Sathya Raja G.

Associate Vice President,
Legal and Company Secretary

ANNEXURE TO THE NOTICE

INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING APPOINTMENT OF DIRECTOR

Name of the Director	Mr. Yusuf Lanewala
Appointment/Re-appointment	Appointment of Chairman and Managing Director who is not liable to retire by rotation.
Brief Resume and nature of expertise in specific functional areas	<p>Yusuf Lanewala is a seasoned IT Strategy and Management professional with over 40 years of global industry experience. Since starting his professional career in the Management Consulting Division of Price Waterhouse, Yusuf has held leadership positions with several leading IT services companies. He served as CEO for Malomatia QSC, a 100% subsidiary of the Qatar's Supreme Council of Information and Communications Technology (ictQatar), which provides domain-specific enterprise IT solutions to the Government, Education and Healthcare sectors.</p> <p>As an Independent Consultant, Yusuf has advised several IT services companies in business strategy, and also consulted for several leading financial institutions in areas such as IT selection and deployment of systems for core banking, anti-money laundering, business intelligence, card management as well as channel management, including ATM deployment, internet and mobile banking.</p> <p>Yusuf was a board member of an IT services subsidiary set up by The Saraswat Cooperative Bank, a leading bank in India. He has been closely involved with various industry associations. He is also one of the Founding Directors of The Business Process Council, an organization created to collect, produce and enhance a common body of knowledge of business processes to help the industry achieve productivity faster and boost the career prospects of professionals.</p> <p>Yusuf has a Bachelor of Commerce degree from St. Xavier's College, Kolkata and an MBA from the State University of New York. He also attended an Executive Education Program in Change Management at the Harvard Business School.</p>
List of other Listed Companies in which Directorship is held	NIL
Chairman/Member of the Committee(s) of Board of Directors of other Listed Companies in which he/she is a Director	NIL
Shareholding/ Stock Options in the Company	41,961 Shares

The skills and capabilities required for the role of Independent Director and the manner in which the proposed person meets such requirements	Not Applicable
Relationship with other Directors/ KMP of the Company	NIL