

Notice of Annual General Meeting

Notice is hereby given that the 10th (Tenth) Annual General Meeting (“AGM”) of the Members of Ksolves India Limited will be held on Saturday, the 14th day of September 2024 at 11:00 A.M. (IST) through Video Conferencing (VC) to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the 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 being eligible, offers herself for reappointment.

3. Re-appointment of Statutory Auditors of the Company and to fix their remuneration.

To re-appoint the Statutory Auditors of the Company, and to fix their remuneration and in this regard, members are requested to consider, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Board, M/s. AY & Company, Chartered Accountants, Jaipur (FRN: 020829C) be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office for a period of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the 15th Annual General Meeting of the Company to be held for the financial year ending March 31, 2029, at such remuneration as may be determined by the Board in consultation with the auditors in addition to reimbursement of all out-of-pocket expenses to be incurred by them in connection with the audit.”

Special Business

4. Re-appointment of Mr. Ratan Kumar Srivastava (DIN: 05329338) as Chairman cum Managing Director of the company and to revise his remuneration.

To consider and if thought fit, pass the following resolution as Ordinary Resolution:

“RESOLVED THAT, in modification of resolution passed in this regard by the members of the Company at 9th Annual General Meeting held on July 23, 2023 and pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any amendment/modification or enactment thereof for the time being in force), the Articles of Association of the Company, the approval of the members of the company be and is hereby accorded subject to such necessary approval(s), consent(s) or permission(s), as may be required, to re-appoint Mr. Ratan Kumar Srivastava as Chairman and Managing Director of the company for the period of 5 years, with effect from October 01, 2024 to September 30, 2029, with the remuneration of not exceeding Rs. 2,00,00,000/- (Rupees Two Crore Only) per annum on such the terms and conditions as hereinafter mentioned and shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the remuneration payable to Mr. Ratan Kumar Srivastava, Chairman and Managing Director of the company with effect from October 01, 2024 till the period of 5 years, shall be as under:

Gross Salary: Gross salary of not exceeding Rs. 2,00,00,000/- (Rupees Two Crore Only) per annum which includes performance-based pay, allowances, and perquisites as may be drawn, with the authority to the Board of Directors to fix the salary within the said maximum limit from time to time including the various components of such salary.”

“RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.”

RESOLVED FURTHER THAT, in the event of loss or the profits made are inadequate as determined under Section 198 of the Act, in any financial year during the tenure of the tenure of Mr. Ratan Kumar Srivastava, the Board of Directors be and is hereby authorized to pay aforesaid remuneration only upon the approval of shareholders in the manner as may be prescribed under the law.

RESOLVED FURTHER THAT, the board of directors of the company, be and is hereby authorized to do and delegate all such acts, deeds and things as may be necessary, proper, expedient or incidental or for signing of e-forms to be filed with the registrar of companies, for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard”.

5. Re-Appointment of Ms. Deepali Verma (DIN: 05329336) as Whole-time Director of the company and to revise her remuneration.

“**RESOLVED THAT**, in modification of resolution passed in this regard by the members of the Company at 6th Annual General Meeting held on April 29, 2020 and pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any amendment/modification or enactment thereof for the time being in force), the Articles of Association of the Company, the approval of the members of the company be and is hereby accorded subject to such necessary , the approval(s), consent(s) or permission(s), as may be required, to re-appoint Ms. Deepali Verma as Whole-time Director of the company for the period of 5 years, with effect from October 01, 2024 to September 30, 2029, with the remuneration of not exceeding Rs. 1,00,00,000/- (Rupees One Crore Only) per annum on such the terms and conditions as hereinafter mentioned.”

“**RESOLVED FURTHER THAT** the remuneration payable to Ms. Deepali Verma, Whole-time Director of the company with effect from October 01, 2024 till the period of 5 years, shall be as under:

Gross Salary: Gross salary of not exceeding Rs. 1,00,00,000/- (Rupees One Crore Only) per annum which includes performance-based pay, allowances, and perquisites as may be drawn, with the authority to the Board of Directors to fix the salary within the said maximum limit from time to time including the various components of such salary.”

“RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.”

RESOLVED FURTHER THAT, in the event of loss or the profits made are inadequate as determined under Section 198 of the Act, in any financial year during the tenure of the tenure of Ms. Deepali Verma, the Board of Directors be and is hereby authorized to pay aforesaid remuneration only upon the approval of shareholders in the manner as may be prescribed under the law.

RESOLVED FURTHER THAT, the board of directors of the company, be and is hereby authorized to do and delegate to do all such acts, deeds and things as may be necessary, proper, expedient or incidental or for signing of e-forms to be filed with the registrar of companies, for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard”.

**By order of the Board of Directors
for Ksolves India Limited**

**Sd/-
Manisha Kide
Company Secretary and Compliance Officer
M.No: A60275**

**Date: August 23, 2024
Place: Noida**

Notes and e-voting instructions:

1. Relevant details in respect of Director seeking re-appointment at the AGM, in terms of Regulations 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard – 2.
2. 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 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and general meeting 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 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 AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
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 1000 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 AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
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 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 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 AGM has been uploaded on the website of the Company at www.ksolves.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the 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. 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, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Wednesday, September 11, 2024 at 09:00 A.M. and ends on Friday, September 13, 2024 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Saturday, September 07, 2024** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, 07th September, 2024.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="594 390 1444 961">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="594 1010 1444 1178">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="594 1226 1444 1839">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="594 1887 1444 2007">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the userby sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-22-5533

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <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. Password details for shareholders other than Individual shareholders are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a. Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csviveksharma9@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com 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.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at <https://www.evoting.nsdl.com/>

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@ksolves.com .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (cs@ksolves.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

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 EGM/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.

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 by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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 (cs@ksolves.com). The same will be replied by the company suitably.
6. Members who may want to express their views or ask questions at the AGM may email at cs@ksolves.com to register, by mentioning their name, demat account number/folio number, email ID and mobile number. The window for registration shall remain open until 5 PM IST Saturday, September 07, 2024. The company reserves the right to restrict the numbers of members for managing the time at the AGM.

Explanatory statement in respect of the special business pursuant to section 102 of the companies act, 2013 (“the act”)

Item No. 4:

Keeping in view Mr. Ratan Kumar Srivastava’s rich and varied experience in the industry, his involvement in the operations of the Company over the decade, and his pioneering role in guiding the Company through diversification and growth to emerge in the software industry, the Board of Directors is of the opinion that it would be in the interest of the Company to re-appoint him as the Chairman cum Managing Director of the company and in this regard to revise his remuneration.

Mr. Ratan Kumar Srivastava has voluntarily waived the remuneration of Rs. 48,00,000/- (Rupees forty eight lacs per annum only) approved by the shareholders since November, 2020. While the 9th AGM held on July 23, 2023, further approved a maximum remuneration of Rs. 1,02,00,000/- per annum, but Mr. Ratan Kumar Srivastava has continued to waive this remuneration. Therefore, as of the 10th Annual General Meeting, Mr. Ratan Kumar Srivastava has not been drawing any remuneration from the company.

Based on his performance and growth of the company under his leadership, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, at their meeting held on August 21, 2024, approved his re-appointment and revision in the remuneration payable to Mr. Ratan Kumar Srivastava as mentioned below, as Chairman cum Managing Director of the Company as proposed in the resolution in Item No. 4 of the Notice, and hereby recommend it for your approval as an **ORDINARY RESOLUTION**.

Compensation Schedule of Mr. Ratan Kumar Srivastava	
Components	Annual
Basic Salary	80,00,000
HRA	32,00,000
Medical Insurance	4,320
Special Allowance	54,10,165
Gross Salary	1,66,14,485
Performance Incentive*	20,00,000
Employer's PF Contribution (including Admin & EDLI Charges)	3,84,615
Gratuity (accrual only)	10,00,900
CTC	2,00,00,000

The proposed remuneration is based on the role and responsibilities of Mr. Ratan Kumar Srivastava as Chairman cum Managing Director of the Company.

Accordingly, approval of the Members is sought pursuant to the provisions of Section 196, 197, 198, 200 read with Schedule V and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company.

Except Mr. Ratan Kumar Srivastava and Ms. Deepali Verma being in relation with Mr. Ratan Kumar Srivastava, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, deemed to be concerned or interested, financially or otherwise, in the said resolution.

Additional information on directors recommended for 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 is provided as Annexure-A to the Notice of 10th Annual General Meeting and Brief profile of the directors is provided as Annexure-B to the Notice of 10th Annual General Meeting.

Item No. 5:

Keeping in view the contribution of Ms. Deepali Verma in the growth of the company and her involvement in different areas and the operations of the Company over the decade, the Board of Directors is of the opinion that it would be in the interest of the Company to re-appoint her as the Whole-time Director of the company and in this regard to revise her remuneration.

Ms. Deepali Verma has voluntarily waived the remuneration of Rs. 42,00,000/- (Rupees forty two lacs only) approved by the shareholders since November, 2020. Therefore, as of the 10th Annual General Meeting, Ms. Deepali Verma has not been drawing any remuneration from the company.

Based on her performance and growth of the company, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, at their meeting held on August 21, 2024, approved her re-appointment and revision in the remuneration payable to Ms. Deepali Verma as mentioned below, as Whole-time Director of the Company as proposed in the resolution in Item No. 5 of the Notice, and hereby recommend it for your approval as an **ORDINARY RESOLUTION**.

Compensation Schedule	
Components	Annual
Basic Salary	40,00,000
HRA	16,00,000
Medical Insurance	4,320
Special Allowance	27,02,472
Gross Salary	83,06,792
Performance Incentive*	10,00,000
Employer's PF Contribution (including Admin & EDLI Charges)	5,00,900
Gratuity (accrual only)	1,92,308
CTC	1,00,00,000

The proposed remuneration is based on the role and responsibilities of Ms. Deepali Verma as Whole-time Director of the Company.

Accordingly, approval of the Members is sought pursuant to the provisions of Section 196, 197, 198, 200 read with Schedule V and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company.

Except Ms. Deepali Verma and Mr. Ratan Kumar Srivastava being in relation with Ms. Deepali Verma, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, deemed to be concerned or interested, financially or otherwise, in the said resolution.

Additional information on directors recommended for 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 is provided as Annexure-A to the Notice of 10th Annual General Meeting and Brief profile of the directors eligible for re-appointment is provided as Annexure-B to the Notice of 10th Annual General Meeting.

Annexures to Notice of AGM

Annexure-A

Additional information on directors recommended for re-appointment or having alteration in terms of 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.	4	5
Name of the Director	Mr. Ratan Kumar Srivastava	Ms. Deepali Verma
Director Identification Number (DIN)	05329338	05329336
Age	45	44
Date of Appointment at current designation	29 th April, 2020	29 th April, 2020
Qualifications	Bachelor of Technologies – Computer Science & Engineering	Master of Commerce
Experience (including expertise in specific functional area) / Brief Resume.	Provided in Annexure-B	Provided in Annexure-B
Terms and conditions of re-appointment	Re-appointed as Chairman cum Managing Director with the such remuneration and terms and condition as mentioned in this notice. He shall not be liable to retire by rotation.	Re-appointed as Whole-time Director with the such remuneration and terms and condition as mentioned in this notice.
Remuneration proposed to be paid	Rs. 2,00,00,000/- per annum	Rs. 1,00,00,000/- per annum
Names of listed entities in which the person also holds the directorship in other Companies	Nil	Nil
Chairmanship/ Membership of Committees in other companies in which position of Director is held	Nil	Nil
Shareholding in the Company	37,71,999 equity shares	32,16,399 equity shares
Relationship with Other Directors, Manager and other Key Managerial Personnel of the company.	Husband of Ms. Deepali Verma, Whole-time Director of the Company	Wife of Mr. Ratan Kumar Srivastava, Managing Director of the Company
The number of Meetings of the Board attended/held during the FY 2023-24 i.e, upto 31st March, 2024	7/7	7/7

Annexure-B

Brief profile of Directors seeking re-appointment at the 10th Annual General Meeting to be held on September 14, 2024

1. **Mr. Ratan Kumar Srivastava**, is the Chairman and Managing Director and also the Promoter of our Company. He holds degree in Bachelor of Technologies – Computer Science & Engineering. He look after core management of the company and is active and enthusiastic in business activities. He has been instrumental in taking major policy decisions of the Company. He has experience of more than 20 years in our industry and he has worked with Tech Mahindra, Birlasoft (India) Limited, HSBC and Persistent Systems. He is playing vital role in formulating business strategies and effective implementation of the same. He is responsible for the expansion and overall management of the business of our Company. His leadership abilities have been instrumental in leading the core team of our Company.
2. **Mrs. Deepali Verma**, is the Whole Time Director and also the Promoter of our Company. She holds degree in Master of Commerce. She is having experience of more than 10 years in IT industry. She is involved in the business right from the conceptualization stage to the execution stage like planning and monitoring all the activities.