



**EXCELISOFT TECHNOLOGIES LIMITED**

[Formerly known as Excelsoft Technologies Private Limited]

**Registered Office:** 1-B, Hootagalli Industrial Area, Mysuru Karnataka, India – 570018,

**Corporate Identity Number (CIN):** L72900KA2000PLC027256

**Website:** [www.excelsoftcorp.com](http://www.excelsoftcorp.com); **Email:** [compliance.officer@excelsoftcorp.com](mailto:compliance.officer@excelsoftcorp.com).

Contact No: 0821-4002200

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**NOTICE OF POSTAL BALLOT**

*(Pursuant to Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule made thereon)*

**To,**  
**The Members of Excelsoft Technologies Limited,**  
(Formerly known as Excelsoft Technologies Private Limited)  
**CIN: L72900KA2000PLC027256**

NOTICE is hereby given pursuant to provisions of Section 108 and Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, read with the General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 read with other applicable relevant circulars, including General Circular No. 03/2025 dated 22<sup>nd</sup> September, 2025 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) / (“**SEBI LODR**”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the Special/Ordinary Resolutions as set out in this Notice are proposed for consideration by the members of the Company for passing by means of Postal Ballot by voting through electronic means (“**remote e-voting or e-voting**”) only.

The explanatory statement pursuant to Section 102 read with Section 110 of the Act along with details in terms of Regulation 36(3) of the SEBI Listing Regulations, stating all material facts and the rationale for the proposed resolutions is attached herewith and forms part of the Postal Ballot notice (“**Notice**”), for your consideration.

In compliance with the provisions of The Companies Act 2013, MCA Circulars and the Listing Regulations, the Company is pleased to offer remote e-voting facilities to all the Members of the Company. For this purpose, The Company has engaged the services of MUFG Intime India Private Limited (formerly Link Intime India Private Limited), bearing CIN: U67190MH1999PTC118368, SEBI Reg No. INR000004058 with its Registered Office located at C-101, Embassy 247, L B S Marg, Vikhroli (West), Mumbai - 400 083 Maharashtra, India. (**Registrar and Share Transfer Agent or “RTA”**) to facilitate e-voting to enable the Members to cast their votes electronically. Members are requested to read the instructions provided in the Notes to this Postal Ballot Notice before exercising their voting rights.

The remote voting period will commence on Thursday, 30<sup>th</sup> April 2026 at 09:00 A.M. and ends on Friday, 29th May 2026 at 05:00 P.M. The remote e-voting module shall be disabled by RTA for voting thereafter.

**Special Business(es):**

**Item No 1:**

**To appoint Dr. Jayakumar Karuppusamy (DIN: 03615535) as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from March 10, 2026, up to March 09, 2031.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(“SEBI LODR”) , including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company and based on the recommendation of the Nomination and

Remuneration Committee and Board of Directors of the Company (“Board”), Dr. Jayakumar Karuppusamy (DIN: 03615535), who was appointed as an Additional Non Executive Independent Director, with effect from March 10, 2026 and in respect of whom Notice has been received from a Member proposing his candidature for appointment as a Director, designated as a Non Executive Independent Director of the Company with effect from March 10, 2026 and has submitted a declaration pursuant to Regulation 25(8) that he meets the criteria for independence as provided under Section 149(6), Schedule IV of the Act, Regulation 16(1)(b) and other applicable requirements of the Listing Regulations, be and is hereby appointed as an Non Executive Independent Director of the Company to hold office for a term of 5 (Five) consecutive years with effect from March 10, 2026 to March 09, 2031, (both days inclusive) who shall not be liable to retire by rotation."

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or Committee of the Board of Director and/ or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters, things and to take all such steps as may be considered necessary or expedient, including filing the requisite forms and/or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

**Item No 2:**

**To approve remuneration to be paid to Mr. Dhananjaya Sudhanva, Chairman and Managing Director (DIN: 00423641).**

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

" **RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Meetings of Board and its Powers) Rules, 2014 ('the Act'), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') (including any statutory modification(s) or re-enactment thereof), and based on the recommendation of the Nomination and Remuneration Committee and approval by the Audit Committee and the Board, the consent of the members of the Company, be and is hereby accorded for the payment of remuneration to be determined on yearly basis, notwithstanding any inadequacy of profit/ loss during the tenure of appointment and the remuneration as recommended by Nomination and Remuneration Committee and approved by the Audit Committee, may exceed the limits mentioned under Schedule V to the Act, the details of remuneration as stated below shall be payable as substantive remuneration with effect from April 01, 2026 for the remaining tenure of appointment, to Mr. Dhananjaya Sudhanva, Chairman and Managing Director (DIN: 00423641):

**A. Fixed Salary:**

- i. Not exceeding Indian Rupees 4,80,00,000 (Four Crores Eighty Lakhs) per annum. as basic salary.
- ii. In addition to the Fixed Salary, he is entitled to contribution to Provident Fund, Pension Fund, and Superannuation as per Company policy, if any and Gratuity in accordance with law.
- iii. Various other allowances including but not limited to reimbursements, like Leave Travel Allowance, Commutation Allowance, House Rent Allowance, and Company leased car & accommodation, etc. as per the Company policy.
- iv. The service of Mr. Dhananjaya Sudhanva (DIN: 00423641) be considered as continuous service from the date of his joining the Company.

**B. Other Perquisites and Benefits:**

- i. Furniture & Equipment Program: As per Company policy.
- ii. Corporate Club Annual Membership Fees: Fees of 2 (Two) identified clubs including joining fees, if any.
- iii. Personal Accident Insurance, Group Life Insurance: Personal accident cover and group life insurance cover as per Company policy.
- iv. Medical: Reimbursement of self, spouse and dependent children up to maximum of one month's basic pay as per the Company policy. In addition, he will be entitled to medical insurance and annual health check-up as per Company policy.
- v. Leave with full pay and allowance: Leave with full pay and allowance as per Company's policy.

- vi. Full reimbursement for all telecommunication facilities, including high-speed internet, mobile phones, satellite links, and home-office technological upgrades for the MD at his Home office
- vii. The Company shall provide or reimburse the full cost of, dedicated domestic staff(s) at his residence, which includes his home office set up, whether owned or leased by the MD or the Company
- viii. Provision of chauffeur-driven motor vehicles for both business and personal use. All operating expenses, maintenance, insurance, and chauffeur salaries shall be borne by the Company. However, any personal usage the cost of which shall be paid to the Company.
- ix. Minimum remuneration: Notwithstanding the limitations prescribed on remuneration under the Act and SEBI Regulations, where in any financial year during the tenure of the appointment, the Company has no profits, or its profits are inadequate, the above remuneration and benefits by way of salary including perquisites and allowances, as stated supra, shall be payable as substantive remuneration.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the remuneration based on the recommendation of the Nomination and Remuneration Committee and as approved by Audit Committee, if so required.

**RESOLVED FURTHER THAT** the any of the Directors or Company Secretary or any Key Managerial Personnel, be and are hereby severally authorized, including but not limited to do all such acts, deeds and things and execute all such documents, instruments and writings if so required and to take necessary further action to give effect to the aforesaid resolutions.

**Item No 3:**

**To approve the remuneration payable to Mrs. Shruthi Sudhanva, Whole Time Director (DIN: 06426159)**

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Meetings of Board and its Powers) Rules, 2014 ('the Act'), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') (including any statutory modification(s) or re-enactment thereof), and based on the recommendation of the Nomination and Remuneration Committee and approval by the Audit Committee and the Board, the consent of the members of the Company, be and is hereby accorded for the payment of remuneration to be determined on yearly basis, notwithstanding any inadequacy of profit/ loss during the tenure of appointment and the remuneration as recommended by Nomination and Remuneration Committee and approved by the Audit Committee, may exceed the limits mentioned under Schedule V to the Act, the details of remuneration as stated below shall be payable as substantive remuneration with effect from April 01, 2026 for the remaining tenure of appointment, to Mrs. Shruthi Sudhanva, Whole Time Director (DIN: 06426159):

**A. Fixed Salary:**

- i. Not exceeding Indian Rupees 1,50,00,000 (One Crore Fifty Lakhs) per annum as basic salary, as may be decided by the Board from year to year.
- ii. In addition to the Fixed Salary, she is entitled to contribution to Provident Fund, Pension Fund, and Superannuation as per Company policy, if any and Gratuity in accordance with law.
- iii. Various other allowances including but not limited to reimbursements, like Leave Travel Allowance, Commutation Allowance, House Rent Allowance, and Company leased car & accommodation, etc. as per the Company policy.
- iv. The service of Mrs. Shruthi Sudhanva, Whole Time Director (DIN: 06426159) be considered as continuous service from the date of her joining the Company.

**B. Other Perquisites and Benefits:**

- i. Furniture & Equipment Program: As per Company policy.
- ii. Personal Accident Insurance, Group Life Insurance: Personal accident cover and group life insurance cover as per Company policy.

- iii. Medical: Reimbursement of self, spouse and dependent children up to maximum of one month's basic pay as per the Company policy. In addition, she will be entitled to medical insurance and annual health check-up as per Company policy.
- iv. Leave with full pay and allowance: Leave with full pay and allowance as per Company's policy.
- v. Full reimbursement for all telecommunication facilities, including high-speed internet, mobile phones, satellite links.
- vi. Provision of chauffeur-driven motor vehicles for both business and personal use. All operating expenses, maintenance, insurance, and chauffeur salaries shall be borne by the Company. However, any personal usage the cost of which shall be paid to the Company.
- vii. Minimum remuneration: Notwithstanding the limitations prescribed on remuneration under the Act and SEBI Regulations, where in any financial year during the tenure of the appointment, the Company has no profits, or its profits are inadequate, the above remuneration and benefits by way of salary including perquisites and allowances, as stated supra, shall be payable as substantive remuneration.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the remuneration based on the recommendation of the Nomination and Remuneration Committee and as approved by Audit Committee, if so required and also through, including any of its Subsidiaries, Associates, group Company(s), in India or outside India.

**RESOLVED FURTHER THAT** the any of the Directors or Company Secretary or any Key Managerial Personnel, be and are hereby severally authorized, including but not limited to do all such acts, deeds and things and execute all such documents, instruments and writings if so required and to take necessary further action to give effect to the aforesaid resolutions.

**Item No 4:**

**To approve the holding of an office or place of profit and remuneration payable to Mr. Adarsh Sudhindratheertha Mysore, Chief Innovations Officer.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ('the Act'), read with Rules made thereon, and in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), (including any statutory modification(s) or re-enactment thereof), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Company to enter into a Related Party Transaction, for payment of remuneration to Mr. Adarsh Sudhindratheertha Mysore, Chief Innovations Officer, who is designated as a Senior Management Personnel carrying a remuneration in the range of Indian Rupees 75,00,000 (Seventy Five Lakhs) per annum up to Indian Rupees 1,50,00,000 (One Crore Fifty Lakh) per annum, as may be decided by the Board of Director of the Company, including variable pay together with other benefits, perquisites, allowances and facilities, as applicable / payable to employees occupying similar position in the Company) with authority to the Nomination and Remuneration Committee of the Board of Directors to decide the amount of remuneration payable to Mr. Adarsh Sudhindratheertha Mysore, from time to time, within the above limits approved by the members of the Company, with the condition that such revisions in the remuneration would be gradual and dependent on his performance, benchmarking with others within his grade and other matters, such as increments and variable pay limits as determined and approved for the other employees of the Company, including promotion to any higher position in the Company including any of its Subsidiaries, Associates, group Company(s), in India or outside India, on such terms and conditions of employment as per Company policy.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination and Remuneration Committee and as approved by Audit Committee, including but not limited to any promotion to higher position in Company and remuneration commensurate with such position, in line with Company's policy, as may be applicable.



**RESOLVED FURTHER THAT** any of the Directors or Company Secretary or Key Managerial Personnel, be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings if so required, and to take further action/ steps to give effect to the aforesaid resolutions.

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**By the order of the Board**  
**For Excelsoft Technologies Limited**  
*[Formerly known as Excelsoft Technologies Private Limited]*

**S M Adithya Jain,**  
**Company Secretary, Chief Compliance Officer and**  
**Chief Investor Relations Officer**  
**(ICSI Membership No.: A49042)**  
**1-B, Hootagalli Industrial area,**  
**Mysuru, Karnataka, India, 570018**  
**Website: <https://www.excelsoftcorp.com/investors/>**  
**Email: [compliance.officer@excelsoftcorp.com](mailto:compliance.officer@excelsoftcorp.com)**  
**Contact number: 0821-4002200**

**Date: April 29, 2026**  
**Place: Mysuru**

**Notes:**

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") read with the relevant rules made thereunder and Secretarial Standard-2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India (ICSI), setting out the material facts and reasons, in respect of the proposed resolution, is annexed herewith.
2. In compliance with the relevant MCA Circulars and SEBI Circulars, physical copies of the Postal Ballot Notice along with Postal Ballot Form and prepaid business reply envelope are not being sent to the members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
3. The cut-off date for the purpose of reckoning the voting rights and sending the Notice is, **April 24, 2026 ("Cut-off date")**. Only those members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Company/depositories as on the Cut-off date (including those members who may not have received this Notice due to nonregistration of their e-mail ID with the Company or DPs) shall be entitled to vote by way of remote e-voting in accordance with the process laid down in this Notice. A person who is not a member/ beneficial owner as on the Cut-off date, should treat this Notice for information purpose only.
4. All grievances connected with the facility for voting by electronic means may be addressed to:  
**Name of the Person:** Mr. Rajiv Ranjan  
**Designation of the Person:** Sr. Assistant Vice President – Evoting  
**Name of the Company:** MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)  
**Email ID:** [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com)  
**Contact no.:** 022 – 4918 6000  
**Address:** C-101, Embassy 247, L B S Marg, Vikhroli (West), Mumbai - 400 083 Maharashtra, India.
5. This Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depository Participant (DP)/Company's Registrar and Transfer Agent (RTA). Members may note that the Postal Ballot Notice will also be available on the Company's website at [www.excelsoftcorp.com/investors](http://www.excelsoftcorp.com/investors), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of our RTA at [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com).
6. The manner in which persons who have acquired shares and become members of the Company after the dispatch of this Notice may obtain the login ID and password as per the details mentioned in this Postal Ballot Notice.
7. Those members who have not yet registered their e-mail addresses and consequently, have not received the Notice, are requested to get their e-mail addresses and mobile numbers registered by following the guidelines mentioned in this Notice.
8. Member shall vote only through e-voting and no other means of voting are permitted.
9. In accordance with the Securities and Exchange Board of India (SEBI) Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 (which rescinds the previous circular of March 16, 2023), read in conjunction with Circulars dated November 17, 2023, and June 10, 2024, physical security holders are hereby required to update their folio details as follows:
  - a) PAN
  - b) Contact Details: Postal Address with PIN and Mobile Number
  - c) Bank Account Details (Bank & Branch name, Bank account number and IFSC)
  - d) Specimen signature

The security holder(s), whose folio(s) do not have all the above details updated, shall be eligible:

- a) to lodge grievance or avail any service request from the RTA only after furnishing PAN, Contact Details including Mobile Number, Bank Account Details and Specimen Signature

(b) for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024.

Updation of PAN and KYC shall be made through Form ISR-1 and in case of registration/updation of specimen signature additional, Form ISR-2 for Banker's attestation of the signature of the same bank account, along with the necessary attachments / documents as stated in the forms itself is required to be furnished. The said form can be downloaded from the website of our RTA viz. <https://web.in.mpms.mufg.com/faq.html>. While filling up the form, please strike out the portion(s), which are not applicable to you.

Further, PAN to be furnished should be linked with Aadhaar. In case the same is not so linked, it is requested to do the same immediately. In the event such linkage is not done then PAN will be deemed to be invalid and consequently folio of such physical security holders will be treated in the same manner as applicable in case of folios for which no PAN has been furnished.

It is also requested to provide/update 'choice of nomination' for ensuring smooth transmission of securities, if required and as well as to prevent accumulation of unclaimed assets in securities market. While updating E-mail ID is optional, the security holders are requested to register e-mail id also to avail online services.

For appointing a nominee it is requested to furnish Form SH-13. A copy of the said form is available at our RTA's website viz. <https://www.mcsregistrars.com/downloads.php> While filling up the form, please strike out the portion(s) which are not applicable to you.

In case a Member does not wish to nominate any person as nominee with respect to the physical shares held by them, then please furnish declaration for opting out of nomination in Form ISR -3, which can be downloaded from our RTA's website viz. [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com).

For cancelling / change of nomination at a later date with respect to the physical shares held, please furnish Form SH-14. A copy of the said Form can also be downloaded from our RTA's website at [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com).

A copy of the above-mentioned forms can also be downloaded from the website of the Company at [www.excelsoftcorp.com/investors/](http://www.excelsoftcorp.com/investors/)

- i) Members holding shares in dematerialized form are requested to register/ update their e-mail addresses with their respective DPs.
- ii) In case of queries with respect to the aforesaid process, members are requested to write to [investor.helpdesk@in.mpms.mufg.com](mailto:investor.helpdesk@in.mpms.mufg.com) or call at the toll-free number 022 – 4918 6000.

10. As per Sections 108, 110 and other applicable provisions of the Act read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) / (“**SEBI LODR**”), read with Section VI-C of the SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026, as amended (“**SEBI Master Circular**”), members are provided the facility to cast their vote on resolution set forth in this Postal Ballot Notice (“**Notice**”), through remote e-voting facility ('remote e-voting')

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

11. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as at close of business hours on the Cut-off date.
12. Upon completion of scrutiny of the remote e-voting, the Scrutinizer shall submit his report within 2 (Two) working days from the end of the remote e-voting period to the Chairman. The results of the Postal Ballot will be announced by the Chairman or the authorised person within two working days from the closure of the voting period.
13. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at <https://www.excelsoftcorp.com/investors/> and the website of MUFG immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed.

14. The resolution, if passed by the requisite majority, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf on the last date specified by the Company for remote e-voting, i.e. 29th May 2026.
15. All material documents referred to in the Notice and Explanatory Statement are available for inspection by the members at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. and 01:00 P.M. Such documents will also be available electronically for inspection on the Website of the Company without any fee, by the members from the date of commencement of voting up to the closure of the voting period i.e. 30th April 2026 , 9.00 A.M to 29th May 2026, 05.00 P.M. Members seeking to inspect such documents can send an e-mail to [compliance.officer@excelsoftcorp.com](mailto:compliance.officer@excelsoftcorp.com) .
16. As required under Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, SEBI Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in 1 (One) English national daily newspaper circulating throughout India (in English language) and 1 (One) in vernacular language in that district in which registered office of the Company is situated.
17. The relevant details of the Director in respect of businesses stated in the Notice as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") is annexed hereto.
18. The Board of Directors vide its Resolution passed on 29th April 2026 have appointed Padmavathi & Vijayesh Associates LLP, Company Secretaries in Practice bearing LLPIN: ACI-9072; FRN/ICSI Unique code: L2024KR016900), having peer review number: 6043/2024, represented by Mr. Vijayesh R (COP No.: 27386; Membership No. F12248), Designated Partner, failing him, Mrs. Padmavathi Kavoor (COP No.: 3963; Membership No. F6457), as the Scrutinizers for conducting the postal ballot through e-voting process in a fair and transparent manner.
19. The Scrutinizer(s) will submit their report to the Chairman of the Company, after completion of the scrutiny of the votes. The results of the Postal Ballot will be announced by the Chairman or Company Secretary or any other person so authorized by the Chairman in writing, to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and the RTA, The results will be hosted on the Company's website at <https://www.excelsoftcorp.com/investors/> and displayed on the Notice Board of the company at its Registered Office
20. SEBI vide circular nos. SEBI/HO/OIAE/OIAEIAD1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/O1AE/O1AEJAD-1/P/CIR/2023/135 dated August 4, 2023, SEBI/HO/O1AE/O1AE\_IAD3/P/CIR/2023/191 dated December 20, 2023 read with master circular no. SEBI/HO/OIAE/ O1AEJAD-3/P/CIR/2023/195 dated December 28, 2023, as amended, has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to the said circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at [www.excelsoftcorp.com/investors/](http://www.excelsoftcorp.com/investors/).

#### **Login method for Individual shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode with NSDL

#### **METHOD 1 - NSDL OTP based login**

- a) Visit URL: <https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## METHOD 2 - NSDL IDeAS facility

### Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- Enter the last 4 digits of your bank account / generate ‘OTP’
- Post successful registration, user will be provided with Login ID and password.
- Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



## METHOD 3 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

## METHOD 1 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>.
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## METHOD 2 - CDSL Easi/ Easiest facility:

### Shareholders registered for Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: [www.cdslindia.com](http://www.cdslindia.com), click on “Login” and select “My Easi New (Token)”.
- Enter existing username, Password & click on “Login”.
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.>
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through “e-voting” option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- Enter details as under:
  - User ID: Enter User ID
  - Password: Enter existing Password
  - Enter Image Verification (CAPTCHA) Code
  - Click “Submit”.

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company

Shareholders not registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
  - User ID: Enter User ID
  - PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
  - Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
    - Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
    - Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company

- Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
- 5. Set the password of your choice.  
(The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- 6. Enter Image Verification (CAPTCHA) Code.
- 7. Click “Submit” (You have now registered on InstaVote).  
Post successful registration, click on “**Login**” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

#### STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

**Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

#### **Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)**

##### **STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

##### **STEP 2 – Investor Mapping**

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu section
- C. Map the Investor with the following details:
  - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
  - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - 3) ‘Investor PAN’ - Enter your 10-digit PAN.

- 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

### STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No."
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at [registered email address](mailto:registered_email_address) with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at [registered email address](mailto:registered_email_address).

#### HELPDESK:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

### Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Further Click on “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

### Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

### General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event

**EXPLANATORY STATEMENT**  
*Pursuant to Section 102 of the Companies Act, 2013*

In terms of the provisions of Section 102 of the Companies Act, 2013 ("**the Act**"), Secretarial Standard on General Meetings ("**SS-2**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the following statement sets out the material facts regarding the items included in this Postal Ballot Notice

The following statement sets out all material facts relating to the special businesses proposed in this Postal Ballot Notice:

**ITEM NO: 1**

The Nomination and Remuneration Committee ("**NRC**") of the Company evaluated the profile on the desired attributes, skills, knowledge, experience and independence required for the position of an Independent Director, recommended the appointment of Dr. Jayakumar Karuppusamy (DIN: 03615535), as a Non-executive Independent Director to the Board at its meeting held on March 10, 2026, and in pursuance of Sections 149 and 150 and Schedule IV of the Companies Act, 2013 ("**Act**") read with Rules framed thereunder and other applicable provisions thereunder and under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") (including any statutory re-enactment(s) or modification(s) thereunder from time to time) and Articles of Association of the Company, the Board appointed him as an Additional Director (Non-Executive Independent Director),

The Board is of the opinion that Dr. Jayakumar Karuppusamy fulfils the conditions specified in the Act and the rules made thereunder and is independent of the management. Thereby, the Board now recommends his appointment as a Non-Executive Independent Director of Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years. His appointment will be effective from March 10,2026 subject to approval of Members.

**Profile of Dr. Jayakumar Karuppusamy:**

He holds a Ph.D. in Mechanical Engineering (Man–Machine Learning, 2003) and a Master of Technology in Manufacturing Technology (1994), both from the Indian Institute of Technology Kharagpur. He also holds a Post Graduate Diploma in Business Management with specializations in Marketing and Systems from the Indian Institute of Management Bangalore (1985). Prior to this, he earned his Bachelor of Engineering (Honours) in Mechanical Engineering from P.S.G. College of Technology, affiliated with the University of Madras (1983).

He has served the Government of India and the Government of Sikkim in multiple capacities. A senior administrator and industry leader with over two decades of distinguished service in the Indian Administrative Service (IAS), 1987 batch. His expertise spans policy formulation, programme implementation, tourism development, skill development, labor and social welfare administration, science and technology promotion, climate initiatives, and governance reforms. He has made significant contributions to national e-governance initiatives, technology management, R&D administration, and international development projects, demonstrating deep capability and leadership across a broad spectrum of strategic and administrative domains.

Considering his diverse skills, capabilities, expertise and experience, the NRC and the Board of Directors are of the opinion that his appointment will bring immense value and guidance to the Board which will be in the best interest of the Company and the Board recommends his appointment as a Non-Executive Independent Director.

Dr. Jayakumar has sent his consent and confirmed his eligibility to act as Non-Executive Independent Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the Listing Regulations and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act as well as not debarred from such appointment by any order of SEBI or any other authority. Further, he is in compliance with the applicable Rules under the Act, with respect to his registration with the data bank of independent directors' maintained by the Indian Institute of Corporate Affairs and he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

In compliance with Regulation 17 (1C) of the Listing Regulations, appointment or re-appointment of a person on the Board of Directors, is subject to approval of members within 3 (three) months of the date of appointment. Hence the resolution is submitted to shareholders for approval with the recommendation of the NRC and the Board. Further, the special resolution as set out in item no 1 is placed for approval of shareholders.

In the opinion of the Board, he fulfills the conditions specified in the Act and Listing Regulations for appointment as Non-Executive Independent Director and is independent of the management of the Company.

A copy of the draft letter of appointment of Non-Executive Independent Director setting out the terms and conditions of appointment is available for inspection by the members on the website of the Company at link [Specimen-ID-Appointment-letter.pdf](#) .

As a Non-executive Independent Director, Dr. Jayakumar Karuppusamy shall be entitled to the remuneration in the form of sitting fee and reimbursement of expenses for participation in Board and other Committee meetings in which he may be a Member.

The details of Dr. Jayakumar Karuppusamy as required to be given pursuant to the Listing Regulations and Secretarial Standards are annexed to this Notice as Annexure 1

Save and except Dr. Jayakumar Karuppusamy and his relatives, to the extent of their interest, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives (except to the extent of their shareholding in the Company), is in any way concerned or interested, financially or otherwise, in the said Resolution.

#### **ITEM NO: 2**

The Members of the Company at their Meeting held on September 29, 2023, had approved re-appointment of Mr. Dhananjaya Sudhanva, Chairman and Managing Director (DIN: 00423641), for a period of 5 (Five) years. Further at the meeting of the members held on October 31, 2024, the remuneration payable to Mr. Dhananjaya Sudhanva, Chairman and Managing Director (DIN: 00423641) was capped at Indian Rupees 2,40,00,000 (Two Crore Forty Lakh) per annum excluding other perquisites and benefits as per the applicable policy of the Company.

The proposed increase in remuneration payable to the Managing Director is in view of his strong leadership, proven track record, and significant contribution towards the strategic growth and overall performance of the Company, under his guidance, the Company has witnessed improved operational efficiency, strengthened market position, and enhanced stakeholder value, and considering the scale of operations, complexity of business, industry benchmarks, and the need to retain and motivate key managerial talent, the Nomination and Remuneration Committee and the Board have deemed it appropriate to revise his remuneration to align with his roles, responsibilities, and performance, while ensuring continuity of leadership and sustained long-term growth of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and the approval of Audit Committee Meeting (“ACM”), the Board at its meeting held on Wednesday, 29th April, 2026, approved the revised remuneration payable to **Mr. Dhananjaya Sudhanva, Chairman and Managing Director (DIN: 00423641)** for the remaining tenure of appointment as set out in the Resolution.

NRC while recommending approval of remuneration have:

(a) taken into account, financial position of the company, trend in the industry, appointee’s qualification, experience, past performance, past remuneration, etc.; and

(b) have concluded that they are in a position to bring about objectivity in determining the remuneration package while striking a balance between the interest of the company and the shareholders.

The information required to be disclosed under the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, is provided in **Annexure 2** to this Notice.

In his role as Chairman and Managing Director, Mr. Dhananjaya Sudhanva is responsible for the following:

- a) Ensure that the Board provides effective governance for the Company. In doing so, the Chairman presides at meetings of the Board and at meetings of the shareholders of the Company. The Chairman takes a lead role in managing the Board, facilitating communication among directors, working closely and leveraging the Board to enable management to drive organization success.
- b) Matters pertaining to governance, including the organization and composition of the Board, the organization and conduct of Board meetings, and the effectiveness of the Board of Directors, Board Committees, and individual directors, in fulfilling their responsibilities.
- c) Providing leadership to the Board, identify guidelines for the conduct and performance of directors, evaluate and manage directors' performance and oversee the management of Board's administrative activities.
- d) Actively works with the Nomination and Remuneration Committee to plan the Board and Board Committee composition, induction of directors to the Board, plan for director succession, participate in the Board evaluation process and meet with individual directors to provide constructive feedback and advice.
- e) Support the Chief Executive Officer in striking the balance between performance and long-term health/ bets of the organization.
- f) Support the Chief Executive Officer in building relevant and strong relationships with customers globally including on large deals.
- g) Build an inclusive culture that is comfortable and accepting of diversity in leadership.
- h) Represent the organization with key policy makers, Industry Bodies/Associations, Ambassadors, etc. and manage relationship with dignitaries/political leadership with key geographies – influence the quality of narrative about the Company in the marketplace.
- i) Lead through action and thought on being a Sustainable and Socially Responsible Corporation.

Mr. Dhananjaya Sudhanva is the Chairman and Managing Director of our Company. He holds a degree of Bachelor of Engineering in Instrumentation Technology and a degree of Master of Engineering Management from University of Mysore. He also holds a degree of Master of Science in Electrical Engineering from Worcester Polytechnic Institute, USA. He has over 32 (Thirty-Two) years of work experience. Prior to founding our Company, he worked as an external consultant with JSS Consultants from 1990 to 1997 where he worked on projects including World Bank assisted irrigation and water supply projects. He has been associated with our company since his appointment on June 12, 2000.

The details of Mr. Dhananjaya Sudhanva, Chairman and Managing Director (DIN: 00423641) as required to be given pursuant to the Listing Regulations and Secretarial Standards are annexed to this Notice as **Annexure 1**.

Mr. Dhananjaya Sudhanva (Chairman and Managing Director, (DIN: 00423641), Mrs. Lajwanti Sudhanva Non-Executive Director, (DIN: 02213738), Mrs. Shruthi Sudhanva, Whole-Time Director (DIN: 06426159) and Mr. Adarsh Sudhindratheertha Mysore being part of the Promoter Group and relatives inter-se are concerned or interested to the extent of their remuneration and Shareholding. No other Director or Key Managerial Personnel (KMP) of the Company, or their relatives, are concerned or interested, financially or otherwise, in this resolution.

Except the Director concerned and his relatives, The Board recommends this Special Resolution for your approval.

**ITEM NO. 3:**

At the meeting of the members held on October 31, 2024, the remuneration payable to Mrs. Shruthi Sudhanva, Whole Time Director (DIN: 06426159) was capped at Indian Rupees 36,00,000 (Thirty-Six Lakhs) per annum excluding other perquisites and benefits as per the applicable policy of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and the approval of Audit Committee Meeting ("ACM"), the Board at its meeting held on Wednesday 29th April, 2026, approved the revised remuneration payable to

Mrs. Shruthi Sudhanva, Whole-Time Director (DIN: 06426159), for the remaining tenure of appointment as set out in the Resolution.

The proposed increase in remuneration payable to the Whole Time Director is justified in view of the additional responsibilities recently entrusted to her, particularly her enhanced involvement in human resource management, including formulation and implementation of HR policies, employee engagement initiatives, and retention strategies, which are critical to the Company's sustained growth; considering her experience, capabilities, and active role in strengthening organizational culture and workforce stability, along with her contribution to the overall operational performance of the Company, and in light of the increased scope and complexity of her duties, industry benchmarks, and the need to retain and appropriately reward key managerial talent, the Nomination and Remuneration Committee and the Board have deemed it appropriate to revise her remuneration not exceeding Indian Rupees 1,50,00,000 (One Crore Fifty Lakhs) per annum as basic salary, as may be decided by the Board from year to year, during her remaining tenure of appointment, so as to align with her expanded responsibilities and ensure continued organizational effectiveness and long-term growth.

The Board of Directors of the Company at the meeting held on Wednesday, 29th April, 2026, on the recommendation of the Nomination and Remuneration Committee, the approval of Audit Committee Meeting and subject to the approval of the Members of the Company, approved the variation in remuneration and terms of appointment of Mrs. Shruthi Sudhanva, Whole-Time Director (DIN: 06426159) for the remaining tenure of her appointment as set out in the Resolution.

NRC while recommending approval of remuneration have:

(a) taken into account, financial position of the company, trend in the industry, appointee's qualification, experience, past performance, past remuneration, etc., and

(b) have concluded that they are in a position to bring about objectivity in determining the remuneration package while striking a balance between the interest of the company and the shareholders.

The information required to be disclosed under the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, is provided in **Annexure 2** to this Notice.

Mrs. Shruthi Sudhanva's , role as Whole-Time Director includes strategic planning, market intelligence and new business initiatives, support Chief Executive Officer in building customer relationships globally including on large deals.

Mrs. Shruthi Sudhanva is the Whole-Time Director of our Company. She holds a degree of Bachelor of Engineering in Computer Science & Engineering from Sri Jayachamarajendra College of Engineering and a degree of Master of Computer Science from University of Illinois- Urbana Champaign. She was employed by Pearson Education, Boston as an Associate Software Quality Assurance Engineer from 2014 to 2016. She has over 10 (Ten) years of work experience in the areas of quality assurance, strategy, presales, public relations and communication. She has been associated with our Company since 2017 and is currently a Whole-Time Director since her appointment on November 01, 2024.

The details of Mrs. Shruthi Sudhanva, Whole-Time Director (DIN: 06426159) as required to be given pursuant to the Listing Regulations and Secretarial Standards are annexed to this Notice as **Annexure 1** to this Notice.

Mr. Dhananjaya Sudhanva (Chairman and Managing Director, (DIN: 00423641), Mrs. Lajwanti Sudhanva Non-Executive Director, (DIN: 02213738), Mrs. Shruthi Sudhanva, Whole-Time Director (DIN: 06426159) and Mr. Adarsh Sudhindratheertha Mysore being part of the Promoter Group and relatives inter-se are concerned or interested to the extent of their remuneration and Shareholding . No other Director or Key Managerial Personnel (KMP) of the Company, or their relatives, are concerned or interested, financially or otherwise, in this resolution.

The Board recommends this Special Resolution for your approval.

**ITEM NO. 4:**

Mr. Adarsh Sudhindratheertha Mysore, Chief Innovations Officer has been associated with the company since 2019. Overall remuneration drawn is Indian Rupees 45,25,920 (Forty Five Lakhs Twenty Five Thousand Nine Hundred Twenty), excluding other perquisites and benefits as per the applicable policy of the Company . Now, based on the recommendation of NRC and

approval of Audit Committee, the Board has recommended a revised remuneration in the range of Indian Rupees 75,00,000 (Seventy Five Lakhs) per annum up to Indian Rupees 1,50,00,000 (One Crore Fifty Lakh) per annum, as may be decided by the Board from time to time based on his annual performance,. The NRC and the Board may consider revising the limit in the future. The Fixed Salary can be paid as basic salary and/or through various allowances including but not limited to various allowances/reimbursements, like Leave Travel Allowance, Commutation Allowance, House Rent Allowance, and Company leased car & accommodation, etc. which one can plan as per the Company policy. The Fixed Salary may include one time payouts, if any, as well as contribution to Provident Fund, Pension Fund, and Superannuation as per Company policy, if any and Gratuity in accordance with law.

He shall be entitled to periodic promotions or accelerated increments within the said cadre or higher cadre, as may be determined by the Board of Directors.

Mr. Adarsh Sudhindratheertha Mysore, is the Chief Innovations Officer. He was appointed as the Vice President – Products & Innovation of our Company with effect from April 19, 2019. He holds a degree of Bachelors in Engineering from Visveshwaraiah Technological University, Belgaum Karnataka, India. He also holds a Masters in Computer Science from University of Illinois. He has over 12 years of experience. Prior to working at our Company, he has previously worked with Adobe Systems India Private Limited as a Web Engineer, he has also worked in Excelsoft Technologies Inc. as a Technology lead.

He shall be subject to annual incremental subject to approval of NRC and approval of Audit Committee (“AC”) and as applicable to any other Senior Management Personnel of the Company

The provisions of Section 188(1)(f) of the Companies Act, 2013, read with Rules made thereon the aforesaid appointment of related person carrying overall remuneration in excess of Indian Rupees 2,50,000 (Two Lakh Fifty Thousand) per month, the appointment and remuneration shall be recommended by NRC and approved by Audit Committee, subject to approval of the Members .

Furthermore, the transaction constitutes a recurring arrangement in the nature of full-time employment with the Company.

The details of Mr. Adarsh Sudhindratheertha Mysore, as required to be given pursuant to the Listing Regulations and Secretarial Standards 2, of Institute of Company Secretaries of India, are annexed to this Notice as Annexure 1.

The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules 2014 is as under:

PARTICULARS	DETAILS
Name of the Related Party	Mr. Adarsh Sudhindratheertha Mysore
Names of the directors or key managerial personnels who is related, if any	Mr. Dhananjaya Sudhanva, Chairman and Managing Director (DIN: 00423641), Mrs. Shruthi Sudhanva, Whole Time Director (DIN: 06426159) and Mrs. Lajwanthi Sudhanva, Non-Executive Director (DIN: 02213738)
Nature of relationship	Mr. Adarsh Sudhindratheertha Mysore is the son-in-law of Mr. Dhananjaya Sudhanva, Chairman and Managing Director (DIN: 00423641), and Mrs. Lajwanthi Sudhanva, Non-Executive Director (DIN: 02213738) and is the spouse of Mrs. Shruthi Sudhanva, Whole-Time Director (DIN: 06426159).
Nature, material terms, monetary value and particulars of the contract or arrangement	In the proposed arrangement, being an action in the ordinary course of business of the Company undertaken at arm’s length basis as per Section 188 of the Act and the Policy for dealing with Related Party Transactions, the total remuneration payable to Mr. Adarsh Sudhindratheertha Mysore is proposed to be reviewed and revised to enable an increase in remuneration in the range of Indian Rupees 75,00,000 (Seventy Five Lakhs) per annum up to Indian Rupees 1,50,00,000 (One Crore Fifty

	Lakh) per annum, as may be decided by the Board from time to time based on his annual performance. Apart from this fixed salary he is entitled to such other perquisite and allowances as stated aforesaid.
Any other information relevant or important for the members to take a decision on the proposed resolution	The proposed revision in the remuneration payable to Mr. Adarsh Sudhindratheertha Mysore, a Related Party and who is holding an office or place of profit under Section 188 of the Act, is commensurate with his experience, qualifications and remuneration payable to other employees of his grade in the Company.

Mr. Dhananjaya Sudhanva, Chairman and Managing Director, (DIN: 00423641), Mrs. Lajwanti Sudhanva Non-Executive Director, (DIN: 02213738), Mrs. Shruthi Sudhanva, Whole-Time Director (DIN: 06426159) and Mr. Adarsh Sudhindratheertha Mysore being part of the Promoter Group and relatives inter-se are concerned or interested to the extent of their remuneration and Shareholding. No other Director or Key Managerial Personnel (KMP) of the Company, or their relatives, are concerned or interested, financially or otherwise, in this resolution.

He also holds 4,57,500 (Four Lakhs Fifty Seven Thousand Five Hundred) shares of the Company (0.40%) and also holds directorship in Enhanced Education Private Limited, Wholly Owned Subsidiary of the Company.

The Board considers the expertise of the Chief Innovations Officer vital for the Company's technology roadmap and global expansion. Accordingly, the Board recommends the **Ordinary Resolution** as set out at Item No. 4 of the Notice for the approval of the Members.

All material documents referred to in the Notice and Explanatory Statement are available for inspection by the members at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. and 01:00 P.M. Such documents will also be available electronically for inspection on the Website of the Company, without any fee, by the members from the date of commencement of voting upto the closure of the voting period i.e. 30th April 2026, 09.00 A.M to 29th May 2026, 05.00 P.M. Members seeking to inspect such documents can send an e-mail to [compliance.officer@excelsoftcorp.com](mailto:compliance.officer@excelsoftcorp.com).

**By the order of the Board**  
**For Excelsoft Technologies Limited**  
*[Formerly known as Excelsoft Technologies Private Limited]*

**S M Adithya Jain,**  
**Company Secretary, Chief Compliance Officer and**  
**Chief Investor Relations Officer**  
**(ICSI Membership No.: A49042)**  
**1-B, Hootagalli Industrial area,**  
**Mysore, Karnataka, India, 570018**  
**Website: <https://www.excelsoftcorp.com/investors/>**  
**Email: [compliance.officer@excelsoftcorp.com](mailto:compliance.officer@excelsoftcorp.com)**  
**Contact number: 0821-4002200**

**Date: April 29, 2026**  
**Place: Mysuru**

**ANNEXURE 1**

**Information of Directors pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of Companies Act, 2013 read with Secretarial Standard- 2**

<b>Name</b>	Jayakumar Karuppusamy	Dhananjaya Sudhanva	Shruthi Sudhanva	Adarsh Sundhindertheertha Mysore
<b>DIN</b>	03615535	00423641	06426159	06417236
<b>Age</b>	64	64	36	40
<b>Qualification</b>	Bachelor of Engineering (B.E), Master of Technology (M. Tech), Doctor of Philosophy (Ph.D) & PG, Diploma.	Bachelor of Engineering (B.E) Master of Technology (M. Tech)	Bachelor of Engineering (B.E) Master of Technology (M. Tech)	Bachelor of Engineering (B.E) Master of Technology (M. Tech)
<b>Brief profile (including experience and expertise in specific functional area)</b>	Dr. Jayakumar Karuppusamy, Independent Director of the Company, holds a Ph.D. in Mechanical Engineering (Man-Machine Learning) and an M. Tech in Manufacturing Technology from IIT Kharagpur, along with a PG Diploma in Business Management (Marketing & Systems) from IIM Bangalore. He earned his B.E. (Honours) in Mechanical Engineering from P.S.G. College of Technology, University of Madras. A senior IAS officer (1987 batch) with over two decades of distinguished service, he has held key positions in the Government of India and the Government of Sikkim. His expertise spans policy formulation,	Mr. Dhananjaya Sudhanva is the Chairman and Managing Director of our Company. He holds a degree of Bachelor of Engineering in Instrumentation Technology and a degree of Master of Engineering Management from University of Mysore. He also holds a degree of Master of Science in Electrical Engineering from Worcester Polytechnic Institute. He has over 32 years of work experience. Prior to founding our Company, he worked as an external consultant with JSS Consultants from 1990 to 1997 where he worked on projects including World Bank assisted irrigation and water supply projects. He has been associated with our company since his appointment on June 12, 2000. Currently, his key	Mrs. Shruthi Sudhanva is the Whole-Time Director of our Company. She holds a degree of Bachelor of Engineering in Computer Science & Engineering from Sri Jayachamarajendra College of Engineering and a degree of Master of Computer Science from University of Illinois- Urbana Champaign. She was employed by Pearson Education, Boston as an Associate Software Quality Assurance Engineer from 2014 to 2016. She has over 10 years of work experience in the areas of quality assurance, strategy, presales, public relations and communication. She has been associated with our Company since 2017 and currently as a Whole-Time Director since her appointment on November 01, 2024. Currently, her key responsibility includes strategic planning, market intelligence	Mr. Adrash Sundhindertheertha Mysore was appointed as the Vice President – Products & Innovation of our Company with effect from April 19, 2019. He holds a degree of Bachelors in Engineering from Visveshwaraiah Technological University, Belgaum Karnataka, India. He also holds a Masters in Computer Science from University of Illinois. He has over 12 years of experience. Prior to working at our Company, he has previously worked with Adobe Systems India Private Limited as a Web Engineer, he has also worked in Excelsoft Technologies Inc. as a Technology lead.

	programme implementation, tourism, skill development, labour and social welfare, science and technology, climate initiatives, e-governance, and governance reforms, with significant contributions to national technology and international development projects.	responsibilities including managing relationships with key customers, implementing strategies and ensuring achievement of business objectives for the group	and new business initiatives	
<b>Terms and conditions of appointment</b>	Appointed for a term of 5 years from March 10, 2026 to March 9, 2031	Appointed for a term of 5 years from June, 18, 2024 to June 17, 2029	Appointed for a term of 5 years from November 01, 2024 to October 31, 2029	Not applicable
<b>Details of remuneration sought to be paid</b>	Only Sitting Fees to be paid	In excess of the prescribed limit (including all benefits as approved in the appointment resolution) of the profit of the company in accordance to the net profit of the company computed under section 198 in any financial year(s) during his remaining tenure as Chairman and Managing Director of the Company	Increase overall limit not exceeding ₹1,50,00,000 (Rupees One Crore Fifty Lakhs only) per annum during the remaining period of her tenure	Not applicable
<b>Remuneration last drawn</b>	Not Applicable	Rs. 2,40,00,000/- (Two Crore Forty Lakh) per annum excluding other perquisites and benefits as per the applicable policy of the Company.	Rs. 36,00,000/- (Thirty-six Lakh) per annum excluding other perquisites and benefits as per the applicable policy of the Company.	Rs. 45,25,920/- (Forty-Five Lakh Twenty-Five Thousand Nine Hundred Twenty) per annum excluding other perquisites and benefits as per the applicable policy of the Company.
<b>Date of First Appointment on the Board</b>	March 10, 2026	June 12, 2000	October 23, 2023	Not applicable
<b>Shareholding.</b>	Nil	3,88,43,702 equity shares (33.75%)	4,57,500 Equity Shares (0.40%)	4,57,500 Equity Shares (0.40%)

<b>Relationship with other Directors, Manager, Key Managerial Personnel of the Company</b>	Not related to any Directors and/ or KMP of the Company	He is the spouse of Mrs. Lajwanti Sudhanva, Non-Executive Director and is the Father of Mrs. Shruthi Sudhanva, Whole-Time Director	She is the daughter of Mr. Dhananjaya Sudhanva Chairman and Managing Director and Mrs. Lajwanti Sudhanva	He is the son-in-law of Mr. Dhananjaya Sudhanva, and Mrs. Lajwanthi Sudhanva and spouse of Mrs. Shruthi Sudhanva.
<b>No. of Board meetings attended during the year held in FY 2025-26</b>	1 out of 1 Board meetings (100% attendance)	10 out of 10 Board meetings (100% attendance)	10 out of 10 Board meetings (100% attendance)	Not applicable
<b>Name(s) of the other Companies in which Directorship held</b>	<ol style="list-style-type: none"> <li>Jakaru Technologies Private Limited</li> <li>Farm Mechanization Centre Of Excellence Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>Pedanta Technologies Private Limited</li> <li>Enhanced Education Private Limited</li> <li>Excel Matnovus Private Limited</li> <li>Lingotran Private Limited</li> <li>Excelsoft Technologies Inc</li> <li>Excelsoft Technologies Pte Ltd</li> <li>Excelsoft Technologies Limited (UK)</li> </ol>	<ol style="list-style-type: none"> <li>Enhanced Education Private Limited</li> <li>Mysore Quantum AI Foundation</li> </ol>	Not applicable
<b>Membership/ Chairmanship of Committees of the Company and other Boards</b>	<p>Excelsoft Technologies Limited</p> <p>Member of Audit Committee, Nomination &amp; Remuneration Committee</p>	<p>Excelsoft Technologies Limited</p> <p>Chairperson of Risk Management Committee and Member of Stakeholders Relationship Committee</p>	<p>Excelsoft Technologies Limited</p> <p>Member of Audit Committee and Corporate Social Responsibility Committee</p>	Not Applicable
<b>Listed entities from which the person has resigned in the past three years</b>	Not Applicable	Not Applicable	Not Applicable	Not Applicable
<b>The skills and capabilities</b>	As mentioned in Explanatory	As mentioned in Explanatory	As mentioned in Explanatory Statement annexed to the Notice	As mentioned in Explanatory

<b>required for the role and the manner in which the proposed person meets such requirements and Justification/ rationale/ Basis of recommendation for appointment</b>	Statement annexed to the Notice	Statement annexed to the Notice		Statement annexed to the Notice
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ANNEXURE -2		
<b>I. General information:</b>		
<b>Nature of industry</b>	Incorporated in the year 2000, our company is a global vertical SaaS company focused on the learning and assessment market. We provide technology-based solutions across diverse learning and assessment segments through our cloud-based platforms. We are continuously innovating and have successfully developed AI-based products and services, that helps our products stand out in the digital assessments and proctoring space.	
<b>Date or expected date of commencement of commercial production</b>	Not applicable as the entity is an existing company	
<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Not applicable as the entity is an existing company	
<b>Financial performance based on given indicators (Standalone Basis)</b>	<p><b>As per audited financial statements for the financial year 2024-25</b></p> <ul style="list-style-type: none"> <li>• Turnover: Indian Rupees 23,302.67 Lakhs (Rupees Two hundred thirty-three crore two lakh sixty-seven thousand)</li> <li>• Profit before Tax (PBT): Indian Rupees 5,885.12 Lakhs (Rupees Fifty-eight crore eighty-five lakh twelve thousand)</li> <li>• Profit after Tax (PAT): Indian Rupees 3,405.23 Lakhs (Rupees Thirty-four crore five lakh twenty-three thousand)</li> <li>• Net Profit as per Section 198: Indian Rupees 5,880.99 Lakhs (Rupees Fifty-eight crore eighty lakh ninety-nine thousand)</li> </ul>	
<b>Foreign investments or collaborations, if any</b>	Not Applicable	
<b>II. Information about the appointee:</b>		
<b>Background details</b>	Mr. Dhananjaya Sudhanva (DIN: 00423641) is the Chairman & Managing Director of our Company. He holds a degree of Bachelor of Engineering in Instrumentation Technology and a degree of Master of Engineering Management from University of Mysore. He also holds a degree of Master of Science in Electrical Engineering from Worcester Polytechnic Institute. He has over 32 (Thirty-two) years of work experience. Prior to founding our Company, he worked as an external consultant with JSS Consultants from 1990 to 1997 where he worked on projects including World Bank assisted irrigation and water supply projects. He has been associated with our company since his appointment on June 12, 2000.	
<b>Past remuneration</b>	Rs. 2,40,00,000/- (Two Crore Forty Lakhs) per annum excluding other perquisites and benefits as per the applicable policy of the Company.	
<b>Recognition or awards</b>	<b>NIL</b>	
<b>Job profile and his suitability</b>	His key responsibilities including managing relationships with key customers, implementing strategies and ensuring achievement of business objectives for the Company.	
<b>Remuneration proposed</b>	Not exceeding Indian Rupees 4,80,00,000 (Four Crores Eighty Lakhs) per annum. as basic salary plus any other perquisites and benefits as stated in the Item No 2 and the Explanatory Statement to Item No 2	
<b>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 with respect to the country of his origin)</b>	<b>Name of the Company</b>	<b>MPS Limited*</b>
	<b>Name of the Person</b>	Mr. Rahul Arora
	<b>Profile of the Position</b>	Chairman & Managing Director
	<b>Remuneration as disclosed in Annual Report of Financial Year 2024-25 (in Lakhs)</b>	400.29
	<b>Size of the Company -Standalone (in Lakhs)</b> <b>Revenue from operations</b> <b>PAT</b>	35,133.52 10,999.96

<b>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel other director, if any.</b>	Mr. Dhananjaya Sudhanva, Chairman and Managing Director, (DIN: 00423641), Mrs. Lajwanti Sudhanva Non-Executive Director, (DIN: 02213738), Mrs. Shruthi Sudhanva, Whole-Time Director (DIN: 06426159) and Mr. Adarsh Sudhindratheertha Mysore being part of the Promoter Group and relatives inter-se are concerned or interested to the extent of their remuneration and Shareholding.
<b>III. Other information:</b>	
<b>Reasons of loss or inadequate profits</b>	Not Applicable
<b>Steps taken or proposed to be taken for improvement</b>	Not Applicable
<b>Expected increase in productivity and profits in measurable terms</b>	Not Applicable

\*Page 66 of the Annual Report <https://www.mpslimited.com/investors/MPS-Annual-Report-2024-25.x26787.pdf>

**ANNEXURE - 2**

<b>ANNEXURE - 2</b>		
<b>I. General information:</b>		
<b>Nature of industry</b>	Incorporated in the year 2000, our company is a global vertical SaaS company focused on the learning and assessment market. We provide technology-based solutions across diverse learning and assessment segments through our cloud-based platforms. We are continuously innovating and have successfully developed AI-based products and services, that helps our products stand out in the digital assessments and proctoring space.	
<b>Date or expected date of commencement of commercial production</b>	Not applicable as the entity is an existing company	
<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Not applicable as the entity is an existing company	
<b>Financial performance based on given indicators (Standalone Basis)</b>	<p><b><u>As per audited financial statements for the financial year 2024 - 25</u></b></p> <ul style="list-style-type: none"> <li>• Turnover: Indian Rupees 23,302.67 Lakhs (Rupees Two hundred thirty-three crore two lakh sixty-seven thousand)</li> <li>• Profit before Tax (PBT): Indian Rupees 5,885.12 Lakhs (Rupees Fifty-eight crore eighty-five lakh twelve thousand)</li> <li>• Profit after Tax (PAT): Indian Rupees 3,405.23 Lakhs (Rupees Thirty-four crore five lakh twenty-three thousand)</li> <li>• Net Profit as per Section 198: Indian Rupees 5,880.99 Lakhs (Rupees Fifty-eight crore eighty lakh ninety-nine thousand)</li> </ul>	
<b>Foreign investments or collaborations, if any</b>	Not Applicable	
<b>II. Information about the appointee:</b>		
<b>Background details</b>	<b>Mrs. Shruthi Sudhanva (DIN:06426159)</b> is the Whole-Time Director of our Company. She holds a degree of Bachelor of Engineering in Computer Science & Engineering from Sri Jayachamarajendra College of Engineering and a degree of Master of Computer Science from University of Illinois- Urbana Champaign. She was employed by Pearson Education, Boston as an Associate Software Quality Assurance Engineer from 2014 to 2016. She has over 10 (Ten) years of work experience in the areas of quality assurance, strategy, presales, public relations and communication. She has been associated with our Company since 2017 and currently as a Whole-Time Director since her appointment on November 01, 2024.	
<b>Past remuneration</b>	Rs. 36,00,000 (Thirty-Six Lakhs Only) per annum excluding other perquisites and benefits as per the applicable policy of the Company.	
<b>Recognition or awards</b>	NIL	
<b>Job profile and his suitability</b>	Her key responsibility includes strategic planning, market intelligence and new business initiatives.	
<b>Remuneration proposed</b>	Not exceeding Indian Rupees 1,50,00,000 (One Crore Fifty Lakhs) per annum as basic salary, as may be decided by the Board from year to year plus any other perquisites and benefits as stated in the Item No 3 and the Explanatory Statement to Item No 3	
<b>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 with respect to the country of his origin)</b>	<b>Name of the Company</b>	<b>Silvertouch Technologies Limited*</b>
	<b>Name of the Person</b>	Mr. Jignesh Amratlal Patel

	<b>Profile of the Position</b>	Whole Time Director
	<b>Remuneration as disclosed in Annual Report of Financial Year 2024-25 (In Lakhs)</b>	84
	<b>Size of the Company -Standalone (In Lakhs)</b>	
	<b>Revenue from operations</b>	26,663.16
	<b>PAT</b>	2,268.82
<b>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel other director, if any.</b>	Mr. Dhananjaya Sudhanva, Chairman and Managing Director, (DIN: 00423641), Mrs. Lajwanti Sudhanva Non-Executive Director, (DIN: 02213738), Mrs. Shruthi Sudhanva, Whole-Time Director (DIN: 06426159) and Mr. Adarsh Sudhindratheertha Mysore being part of the Promoter Group and relatives inter-se are concerned or interested to the extent of their remuneration and Shareholding.	
<b>III. Other information:</b>		
<b>Reasons of loss or inadequate profits</b>	Not Applicable	
<b>Steps taken or proposed to be taken for improvement</b>	Not Applicable	
<b>Expected increase in productivity and profits in measurable terms</b>	Not Applicable	

\*Page 96 of 254 of the Annual Report [https://www.silvertouch.com/wp-content/uploads/investors-files/ANNUAL%20REPORT\\_31s%20AGM\\_STTL\\_1\\_FINAL\\_110.pdf](https://www.silvertouch.com/wp-content/uploads/investors-files/ANNUAL%20REPORT_31s%20AGM_STTL_1_FINAL_110.pdf)