



**DIGITIDE SOLUTIONS LIMITED
NOTICE OF THE EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that the 1st (First) Extra Ordinary General Meeting of the members of **DIGITIDE SOLUTIONS LIMITED ("Company")** will be held on Saturday, 29th Day of March 2025 at 05:00 P.M. (IST) at 3/3/2, Bellandur Gate, Sarjapur Main Road, Bangalore - 560103 to transact the following businesses:

ITEM – 1

To appoint Mr. Ajit Isaac (DIN: 00087168) as a Director, liable to retire by rotation

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

"RESOLVED THAT pursuant to the provisions of Section 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with provisions of the Articles of Association of the Company and upon recommendations of Nomination and Remuneration Committee and Board of Directors (hereinafter referred to as the 'Board'), Mr. Ajit Isaac (DIN: 00087168), who was appointed as an Additional Director in the category of Non-Executive Director of the Company by the Board of Directors w.e.f. March 27, 2025, and who holds office till the next Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and things that may be necessary, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

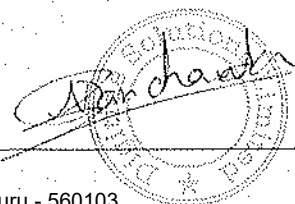
ITEM – 2

To appoint Mr. Anish Thurthi (DIN: 08713000) as a Director, liable to retire by rotation

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

"RESOLVED THAT pursuant to the provisions of Section 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with provisions of the Articles of Association of the Company and upon recommendations of Nomination and Remuneration Committee and Board of Directors (hereinafter referred to as the 'Board'), Mr. Anish Thurthi (DIN: 08713000), who was appointed as an Additional Director in the category of Non-Executive Director of the Company by the Board of Directors w.e.f. March 27, 2025, and who holds office till the first Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and things that may be necessary, expedient or incidental for the purpose of giving effect to the aforesaid resolution."



ITEM - 3

To appoint Mr. Gopalakrishnan Soundarajan (DIN: 05242795) as a Director, liable to retire by rotation

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

"RESOLVED THAT pursuant to the provisions of Section 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with provisions of the Articles of Association of the Company and upon recommendations of Nomination and Remuneration Committee and Board of Directors (hereinafter referred to as the 'Board'), Mr. Gopalakrishnan Soundarajan (DIN: 05242795) be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and things that may be necessary, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

ITEM - 4

To appoint Mr. Gurmeet Chahal (DIN: 10997957) as Whole-Time Director in the capacity of "Executive Director and Chief Executive Officer" (ED & CEO) and Fixation of his Remuneration

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

"RESOLVED THAT pursuant to the provisions of Section 152, 160 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, **Mr. Gurmeet Chahal** (DIN: 10997957) who was appointed as an Additional Director of the Company with effect from 27 March 2025 and who holds office till the date of the first Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification or reenactment thereof), and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 [including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force] and upon recommendations of Nomination and Remuneration Committee and Board of Directors (hereinafter referred to as the 'Board') of the Company and subject to the approval of the Central Government, as may be required, the consent of the Members be and is hereby accorded for the appointment of Mr. Gurmeet Singh Chahal (DIN: 10997957) as the Chief Executive Officer and Executive Director of the Company, to hold office for a period of 3 (three) years with effect from 1 April 2025 on the terms and conditions including the payment of remuneration as set out in the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, annexed to this Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment).



RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination and Remuneration Committee in such manner as may be agreed to by the Board of Directors within the maximum amounts payable in his capacity in terms and within the stated limits approved by the Members.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay him remuneration by way of salary, perquisites and other allowances as specified in the explanatory statement in accordance with the limits set out in the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, annexed to this Notice.

RESOLVED FURTHER THAT the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to take such steps as may be necessary for obtaining requisite approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the aforesaid Resolution."

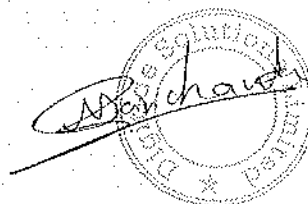
ITEM – 5

To appoint Mr. Sunil Ramakant Bhumralkar (DIN: 00177658) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152, 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 and Regulations 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') including any statutory modification(s) or re-enactment thereof for the time being in force and upon recommendation of Nomination and Remuneration Committee and Board of Directors of the Company (hereinafter referred to as the 'Board'), Mr. Sunil Ramakant Bhumralkar (DIN: 00177658), who was appointed as an Additional Director (in the capacity of an Independent Director) by the Board w.e.f. March 27, 2025 and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and the rules made thereunder and SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from the date of appointment i.e. from March 27, 2025.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and things that may be necessary, expedient or incidental for the purpose of giving effect to the aforesaid resolution."



ITEM – 6

To appoint Mr. Pankaj Vaish (DIN: 00367424) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152, 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 and Regulations 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') including any statutory modification(s) or re-enactment thereof for the time being in force upon recommendations of Nomination and Remuneration Committee and Board of Directors (hereinafter referred to as the 'Board'), Mr. Pankaj Vaish (DIN: 00367424), who was appointed as an Additional Director (in the capacity of an Independent Director) by the Board w.e.f. March 27, 2025 and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and the rules made thereunder and SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from the date of appointment i.e. from March 27, 2025.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and things that may be necessary, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

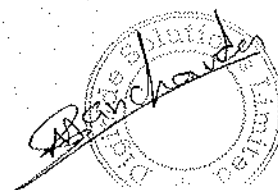
ITEM – 7

To appoint Ms. Revathy Ashok (DIN: 00057539) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152, 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 and Regulations 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') including any statutory modification(s) or re-enactment thereof for the time being in force and upon recommendations of Nomination and Remuneration Committee and Board of Directors (hereinafter referred to as the 'Board'), Ms. Revathy Ashok (DIN: 00057539), who was appointed as an Additional Director (in the capacity of an Independent Director) by the Board w.e.f. March 27, 2025 and has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and the rules made thereunder and SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from the date of appointment i.e. from March 27, 2025.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and things that may be necessary, expedient or incidental for the purpose of giving effect to the aforesaid resolution."



ITEM – 8

To consider and approve the borrowing powers of the Company:

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

"RESOLVED THAT pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this resolution) to borrow any sum or sums of monies, from time to time, by way of fund and non-fund based facilities in any form including but not limited to by way of loans, financial facility, through the issuance of debentures, commercial paper or such other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, whether domestic or international, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties including stock in trade, as the Board may think fit for the purposes of the Company's business, such that the money to be borrowed, together with the money already borrowed shall not exceed an amount of Rs. 500 crores (Rupees Five Hundred Crore Only) over and above the aggregate, of the paid-up share capital, free reserves and securities premium of the Company outstanding at any point of time, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and things that may be necessary, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

ITEM – 9

To consider and approve the creation of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this resolution) to sell, lease, mortgage and/or create charge(s), hypothecation(s) on all or any of the assets and properties both immovable and movable, including whole or any part of the undertaking of the Company and further to issue covenants for negative pledges/negative liens in respect of the said assets and properties and for the purpose, execute/ cause to execute such agreements, debenture trust deeds, indentures of mortgage, deeds of hypothecation/ charge, lien, promissory notes and other deeds and instruments or writings containing such conditions and covenants as the Board may think fit and proper, to do and perform all such acts, deeds, matters and things as may be necessary, desirable or expedient and further to execute

the required documents including power(s) of attorney in favour of all or any of the persons, firms, bodies corporate, banks, financial institutions, trustees, as and by way of security for the due repayment of the sums of money together with interest or other money(ies) due thereon, if any, for an aggregate amount (already borrowed or to be borrowed by the Company), not exceeding Rs. 500 crores (Rupees Five Hundred Crores Only) over and above the aggregate of the paid-up capital, free reserves and securities premium of the Company, outstanding at any point of time.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and things that may be necessary, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

ITEM – 10

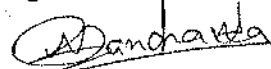
To approve limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to persons / bodies corporate:

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this Resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as may be deemed beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time in future, shall not exceed a sum of Rs. 500 Crores (Rupees Five Hundred Crores Only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, outstanding at any point of time, as prescribed under Section 186 of the Act.

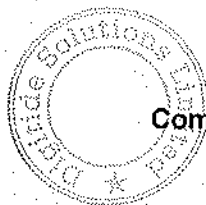
RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and things that may be necessary, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**By Order of the Board of Directors of
Digitide Solutions Limited**



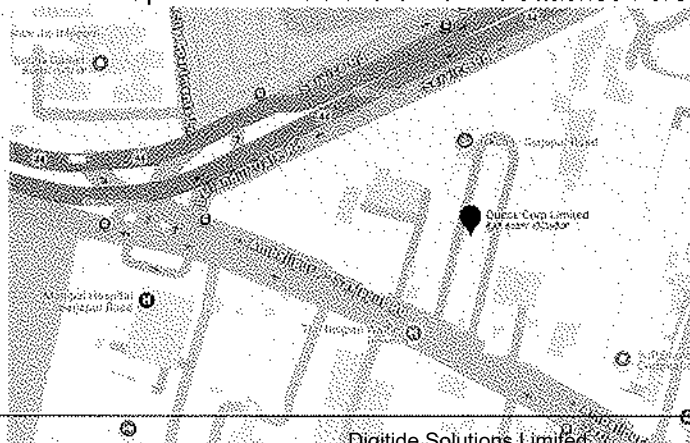
**Neeraj Manchanda
Company Secretary & Compliance Officer
Membership No. ACS 20060**

**Date: March 29, 2025
Place: Bengaluru**



NOTES:

1. The said EGM is proposed to be held on shorter notice and relevant consent as required under Section 101(1) of the Companies Act, 2013 has been obtained for holding the EGM on shorter notice
2. The relevant details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, of the person seeking appointment as Director are also annexed hereto.
3. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Proxies in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered office not less than 48 hours before the meeting. Blank proxy form is enclosed.
4. In pursuance of Section 113 of the Companies Act, 2013, Corporate members intending to appoint their authorized representatives to attend and to vote at this EGM are requested to send a certified true copy (PDF Format) of their Board/Authorization at the registered office address of the Company.
5. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 is annexed and forms part of this Notice for Special business to be transacted at the meeting.
6. Since, the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act.
7. All relevant documents referred to in the Notice and accompanying statement shall be available for inspection at the Registered office of the Company between 10:00 A.M. to 04:00 P.M. on all working days upto the date of the EGM and will also be available for inspection at the EGM.
8. During the EGM, members may access the copy of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013.
9. In compliance with MCA Circulars, Notice is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL).
10. A route map for the venue of the EGM is attached hereto.



Santhosh

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Act read with Regulation 17(11) of the Listing Regulations, the following statement sets out all material facts relating to ordinary business and special businesses mentioned in the accompanying Notice:

Item No. 1 and 2:

The Board of Directors appointed Mr. Ajit Isaac (DIN: 00087168) ("Ajit") and Mr. Anish Thurthi (DIN: 08713000) ("Anish") as Additional Directors of the Company in the category of Non-Executive Non-Independent Director with effect from March 27, 2025. As per the provisions of Section 161(1) of the Act, they hold office up to the date of next Annual General Meeting of the Company, and are eligible for appointment as a Director, who will be liable to retire by rotation.

On the basis of recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on March 29, 2025 has proposed and recommended the appointment of Mr. Ajit and Mr. Anish as Directors liable to retire by rotation in the category of Non-Executive Non-Independent Director.

The Company has received the following declarations from each Director:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014;
- (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and
- (iii) Notice of interest in Form MBP-1 in terms of Section 184(1), and other applicable provisions of the Companies Act, 2013.

Additionally, the disclosures relating to Mr. Ajit and Mr. Anish as required under the provisions of SEBI Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India, is set out as an Annexure to the Notice.

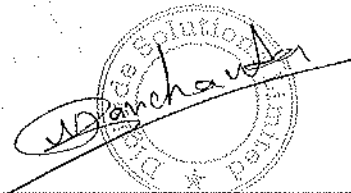
Pursuant to the BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, it is affirmed that the aforementioned Directors are not debarred from holding the office of Director by virtue of any Securities Exchange Board of India order or any other such authority.

The Board of Directors, based on the recommendations of the Nomination and Remuneration committee, recommends Item No. 1 and 2 for approval by the Members by way of Ordinary Resolutions.

Except the director concerned, whose appointment is proposed, none of the other Directors or Key Managerial Personnel or their relatives are interested financially or otherwise in the resolution, by virtue of their directorship and to the extent of their shareholding in the Company.

Item No. 3:

On the basis of recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends the appointment of Mr. Gopalakrishnan Soundarajan (DIN: 05242795) ("Gopal") as Director of the Company, liable to retire by rotation, in the category of Non-Executive Non-Independent Director.



The Company has received the following declarations from the Director:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014;
- (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and
- (iii) Notice of interest in Form MBP-1 in terms of Section 184(1), and other applicable provisions of the Companies Act, 2013.

Additionally, the disclosures relating to Mr. Gopal as required under the provisions of SEBI Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India, is set out as an Annexure to the Notice.

Pursuant to the BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, it is affirmed that he is not debarred from holding the office of Director by virtue of any Securities Exchange Board of India order or any other such authority.

The Board of Directors, based on the recommendations of the Nomination and Remuneration committee, recommends Item No. 3 for approval by the Members by way of Ordinary Resolution.

Except the director concerned, whose appointment is proposed, none of the other Directors or Key Managerial Personnel or their relatives are interested financially or otherwise in the resolution, by virtue of their directorship and to the extent of their shareholding in the Company.

Item No. 4:

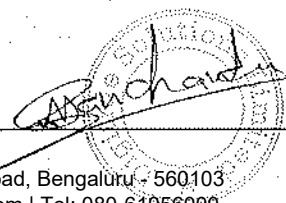
In terms of the Companies Act, 2013, the Board of Directors of the Company appointed Mr. Gurmeet Singh Chahal as an Additional Director of the Company on 27 March 2025. Further, pursuant to the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 29 March, 2025, appointed Mr. Gurmeet Singh Chahal, Additional Director as the Chief Executive Officer and Executive Director of the Company with effect from 1 April 2025, for a period of 3 (three) years, subject to the approval of the Members and the Central Government, as may be required under applicable law.

In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Gurmeet Singh Chahal in his capacity as Additional Director shall hold office up to the date of the next Annual General Meeting. In accordance with the provisions of Section 152, 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013, approval of the Members is required for appointment of Mr. Gurmeet Singh Chahal as the Whole Time Director in the capacity of Chief Executive Officer and Executive Director of the Company with effect from 1 April 2025.

Rational of Appointment and Remuneration

The Board recommends the resolution in relation to the appointment of Mr. Gurmeet Singh Chahal as Whole-time Director designed as Executive Director and Group Chief Executive Officer as set out in Item No. 4 in the Notice for approval by the members by way of a Special Resolution.

Mr. Chahal has incredible richness of experience, a proven track record, growth-oriented mindset and an unwavering commitment to ensuring client satisfaction. The Board of



Directors believe that Mr. Chahal's twenty-five years of experience in diverse leadership roles and extensive knowledge of Information Technology/ ITES industry, makes him the ideal leader to steer the Company into the future. Further, the Board considered the size and scale of the Company, its future potential and plans, the stature and expected contribution of the candidate, industry benchmarks and the unanimous recommendation of the Nomination and Remuneration Committee and accordingly, the terms and conditions of the appointment and remuneration payable to Mr. Chahal has been proposed and recommended as below: -

Terms of Appointment

A. Tenure of Re-appointment:

The appointment is for a period of three years commencing from 1 April 2025.

B. Nature of Duties:

He shall devote his whole time and attention to the business of the Company and its subsidiaries and shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him, as well as exercise such powers as may be assigned to him, subject to the Board's supervision, control, and direction in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and/or subsidiaries.

International Businesses: The overseas business of the Company, including its subsidiaries is also significant and has tremendous potential for growth, especially in the USA market. This may require dedicated time and effort for USA territory/ market and accordingly, it was noted that Mr. Chahal is currently holding the position of Executive Director in USA subsidiary of the Company namely MFXchange US Inc., and he will continue to hold this position in MFXchange US Inc. to take care of International Business/ operations including USA market of the Company/ subsidiary company.

C. Remuneration:

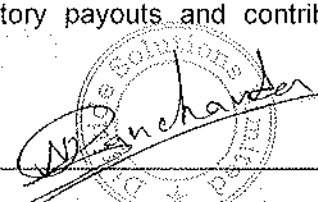
Mr. Chahal is receiving and shall continue to receive remuneration from MFXchange US Inc., a subsidiary of the Company for the International Business/ operations, in accordance with the terms of appointment of MFXchange US Inc. and applicable local laws of USA. Remuneration details are given below:

Remuneration from Subsidiary Company (MFXchange US Inc.)

Fixed Pay (inclusive of salary and allowances) payable on monthly' basis: US \$ 5,74,063 per annum or such amount as may be determined by the Board of Directors, provided that, increment, if any during the subsequent years, shall not exceed 15% per annum of the fixed pay of preceding financial year.

Variable Pay (Performance Linked Incentive) to be paid quarterly/ half yearly or annually: US \$ 574,063 per annum (at 100% performance) or such other sum as may be determined by the Board from time to time on the recommendation of the Nomination & Remuneration Committee, provided that during the subsequent years, the Variable pay shall remain in the range of 100% to 150% of the fixed pay of subsequent financial year (at 100% performance).

Perquisites: As per the local laws and policies of subsidiary company or as may be approved by the Board from time to time, provided however that the aggregate value of the perquisite (retiral benefits, Social Security, statutory payouts and contributions,



Mediclaime, insurance and other benefits) shall not exceed 30% of the fixed pay in any financial year.

Mr. Chahal shall also be entitled for the reimbursement of all legitimate expenses incurred by him while performing his duties and such reimbursement will not form part of his remuneration.

Remuneration from the Company

The Board considered the size and scale of the Company, its future potential and plans, the stature and expected contribution of the candidate, industry benchmarks, current payouts from the subsidiary company in USA and the unanimous recommendation of the Nomination and Remuneration Committee and accordingly, the terms and conditions of the appointment and remuneration payable to Mr. Chahal has been proposed and recommended.

Fixed/Variable Pay: - He will not be entitled to any Fixed/Variable pay from the Company directly (inclusive of salary and allowances) payable on monthly/ quarterly/ yearly or other periodicity basis:

Perquisites: Stock Options

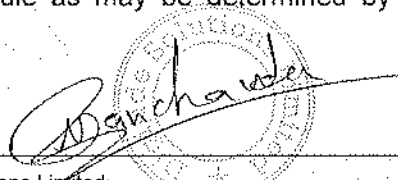
Pursuant to the Composite Scheme of Arrangement sanctioned by Hon'ble National Company Law Tribunal (NCLT), Bengaluru Bench on 4 March 2025 ("Scheme") and as part of the transfer of demerged undertaking from Demerged Company/ Quess Corp Limited to the Company, Mr. Gurmeet Singh Chahal is transferred to the Company as a transferred employee. In terms of Clause 12 of the Scheme, all the unvested restricted stock options (RSUs) granted by Quess Corp Limited/ Demerged Company under "Quess Stock Ownership Plan-2020" ("QSOP 2020 /Plan") to the transferred employees having RSUs shall stand cancelled, upon effectiveness of the Scheme.

Further, in terms of the Clause 12, upon the Scheme becoming effective:

- (i) The Company shall formulate a new restricted stock units scheme by adopting the principles of the QSOP 2020 to the extent relevant, and ensure that the terms of the new restricted stock units scheme are not prejudicial or less favourable to transferred employees vis-à-vis the QSOP 2020;
- (ii) Grant new restricted stock units to transferred employees, whose restricted stock units have been cancelled pursuant to this Clause 12 of the Scheme, based on the determination by the Board of the Company.

Mr. Chahal has 525,011 RSUs grants by the Demerged Company/ Quess Corp Limited, which shall be cancelled upon his transfer to the Company and effectiveness of the Scheme. Accordingly, in terms of Clause 12 of the Scheme, Company shall formulate a new restricted stock units scheme by adopting the principles of the QSOP 2020 to the extent relevant, and grant new restricted stock units to all the transferred employee, whose restricted stock units have been cancelled, based on the determination by the Board of the Company.

Mr. Gurmeet Singh Chahal is covered as a transferred employee and based on the special purpose stock ownership scheme to be framed for the transferred employees and determination by the Board of Directors, Mr. Gurmeet Singh Chahal is entitled to such number of new RSUs in the Company as may be determined by the Nomination and Remuneration Committee/ Board of Directors which will be vested as per the performance parameters and vesting schedule as may be determined by the Board/



Committees in terms of the Scheme and special purpose stock ownership scheme as may be adopted by the Board.

in case, any other new stock ownership plan is approved by the Board and shareholders (apart from above), the Board of Directors/ Committee thereof may, in its sole discretion, grant him further stock options in terms of the plan and requisite approvals in place.

Mr. Chahal shall also be entitled for the reimbursement of all legitimate expenses incurred by him while performing his duties and such reimbursement will not form part of his remuneration.

The variable pay/ RSUs are linked to achievements of predetermined performance criteria approved by the Nomination and Remuneration Committee. The payment of variable pay is made post the approval of Nomination and Remuneration Committee and the Board at the end of financial year after considering the actual performance against each criteria and is subject to limits approved by the members of the Company. NRC will set specific criteria for aforesaid performance parameters on a year-to-year basis. The performance criteria of Mr. Gurmeet Singh Chahal encompasses various key aspects, such as corporate strategy, stakeholder value-creation, strategic partnerships and alliances, leadership development, corporate governance including effective functioning of the Board and involvement in global policy development as may be decided by the Nomination and Remuneration Committee/ Board of Directors on annual basis.

D. Minimum Remuneration:

In the event of absence of profits and/ or inadequacy of profits, in any financial year during the currency of tenure of Mr. Gurmeet Singh Chahal, the payment of above remuneration by way of fixed pay, variable pay (Performance Linked Incentives), perquisites, allowances and other benefits shall be made notwithstanding such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 ("Act") or under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") or under any other law for the time being in force, if any, and subject to limits approved above as a minimum remuneration.

E. Insurance:

The Company has taken an appropriate Directors' and Officers' Liability Insurance Policy and pays the premiums for the same. It is intended to maintain such insurance cover for the entire term, subject to the terms of such policy in force, from time to time.

F. Other terms of Re-appointment:

- a. He shall not become interested or otherwise concerned, directly or through his spouse and /or children, in any selling agency of the Company.
- b. Either party may terminate the appointment by giving the other party appropriate notice of such termination.
- c. In the event he is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- d. Upon the termination by whatever means of his employment:
 - i. He shall immediately cease to hold office held by him in any subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustees of any trust connected with the Company.



- ii. He shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.
- e. All personnel policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to him unless specifically provided otherwise.
- f. He is appointed as a Director in the whole-time executive capacity and shall be subject to the provisions of Sections 164 and 167 of the Act.
- g. The terms and conditions of his appointment also include clauses pertaining to the adherence to the Code of Conduct, no conflict of interest with the Company/ subsidiary, protection and use of intellectual properties, non-solicitation post-termination of terms of employment and maintenance of confidentiality.

In compliance with the provisions of Sections 196 and 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of his appointment and remuneration as specified above, are placed before the Members for their approval.

Pursuant to the BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, we hereby affirm that Mr. Chahal is not debarred from holding the office of Director by virtue of any Securities Exchange Board of India order or any other such authority.

The disclosure relating to Mr. Chahal as required under the provisions of the Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India, is set out as an Annexure to the Notice.

Except for the aforementioned Director, whose appointment is proposed, none of the other Directors or Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in these resolutions, by virtue of his directorship and to the extent of his shareholding in the Company.

The above may also be treated as an abstract of the terms of the contract of appointment of Mr. Gurmeet Singh Chahal as CEO and ED of the Company and a memorandum as to the nature of the Director's concern and interest in the said appointment, as required under Section 190 of the Act.

In accordance with the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice proposing the candidature of Mr. Chahal to be appointed as Director of the Company.

Additional information in respect of Mr. Gurmeet Singh Chahal pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice. Brief profile of Mr. Chahal is given at Annexure B to this Notice.

The Board of Directors recommend the resolution for appointment of Mr. Chahal as the Chief Executive Officer and Executive Director of the Company, as set out in Item No. 4 for approval of the Members by way of a Special Resolution.

Item No. 5, 6 and 7:

The Board of Directors appointed Mr. Sunil Bhumralkar (DIN: 00177658) ("Sunil"), Mr. Pankaj Vaish (DIN: 00367424) ("Pankaj") and Ms. Revathy Ashok (DIN: 00057539) ("Revathy"), as Additional Directors of the Company in the category of Non-Executive Independent Director with effect from March 27, 2025. As per the provisions of Section



161(1) of the Act, they hold office up to the date of next Annual General Meeting of the Company, and are eligible for appointment as an Independent Directors to hold office for a term of 5 (five) consecutive years.

On the basis of the recommendation of the NRC, the Board of Directors at its Meeting held on March 29, 2025 recommended the appointment of Mr. Sunil, Mr. Pankaj and Ms. Revathy as Independent Directors of the Company for a period of 5 years effective from March 27, 2025.

In terms of Section 152 of the Act, they are not liable to retire by rotation. Their brief profile is mentioned in the table herein.

Mr. Sunil, Mr. Pankaj and Ms. Revathy have given their consent to act as Non-Executive Independent Directors of the Company and have furnished necessary declarations to the Board of Directors that they meet the criteria of independence as provided under Section 149(6) of the Act read with Listing Regulations. Further, as per the declarations received by the Company, they are not disqualified under Section 164 of the Act. In terms of Regulation 25(8) of Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

The draft letters of appointment containing the terms and conditions of the appointment of Mr. Sunil, Mr. Pankaj and Ms. Revathy as Non-Executive Independent Directors are available for inspection by members at the Registered Office of the Company on any working day during working hours.

They do not hold any equity shares in the Company. They are not related to any of the Directors of the Company. The directorships held by them are within the limits prescribed under Section 165 of the Act.

The disclosures relating to them, as required under the provisions of Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India, is set out as an Annexure to the Notice.

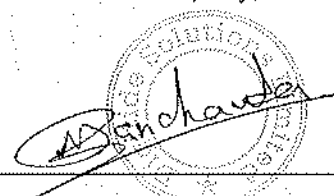
Pursuant to the BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, we hereby affirm that the aforementioned Directors are not debarred from holding the office of Director by virtue of any Securities Exchange Board of India order or any other such authority.

The Board based on the recommendation of the NRC recommends the Special resolutions set out in Item No. 5, 6 and 7 for approval by the Members.

Except the director concerned, whose appointment is proposed, none of the other Directors or Key Managerial Personnel or their relatives are interested financially or otherwise in the resolution, by virtue of their directorship and to the extent of their shareholding in the Company.

Item No. 8 and 9:

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a Company shall not, except with the consent of the members by way of a Special Resolution, sell, lease, or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company or, where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings. This also includes the power to mortgage or charge the assets of the Company, whether



movable or immovable, tangible or intangible, present or future, in favor of lenders/financial institutions/banks to secure the borrowings made by the Company.

In light of the Company's increased scale of operations and future growth plans, the Company may consider it necessary to create such charges/mortgages/hypothecations over the Company's assets as may be required to secure borrowings. Accordingly, it is proposed to authorize the Board to sell, lease, mortgage, or otherwise charge the movable and immovable properties of the Company, both present and future, upto an aggregate limit of Rs. 500 Crores (Rupees Five Hundred Crores).

Further, as per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company shall not borrow money in excess of the aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, unless authorized by a Special Resolution of the shareholders.

Considering the Company's ongoing and future financial requirements to support its strategic growth initiatives, the Board proposes to increase the overall borrowing limits up to Rs. 500 Crores (Rupees Five Hundred Crores) at any point in time.

Accordingly, approval of the Members by way of Special Resolutions is sought under Section 180(1)(a) and Section 180(1)(c) of the Companies Act, 2013, to empower the Board of Directors to create charges on the Company's assets and to borrow in excess of the limits specified under the Act.

The Board recommends the Special Resolutions as set forth in Item No. 8 and 9 of the Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the resolutions.

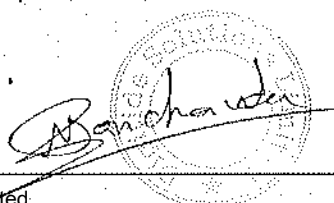
Item No. 10:

The members may note that the Hon'ble National Company Law Tribunal, Bengaluru Bench, on March 4, 2025, approved the Composite Scheme of Arrangement amongst Quess Corp Limited ("Quess/ Demerged Company"), Digitide Solutions Limited ("Digitide/ Resulting Company-1") and Bluspring Enterprises Limited ("Bluspring/Resulting Company - 2") and their respective shareholders and creditors ("Scheme").

As per the Scheme, the Demerged Undertaking-1 (as defined in the Scheme) along with all its assets, liabilities and investments, has been transferred and vested with the Resulting Company 1/ Digitide from Quess Corp Limited/ Demerged Company with effect from the Appointed Date of April 1, 2024. Such transfer also includes movable and immovable properties, investments, debts and all other assets of the Demerged Undertaking 1 to the Company.

As an independent entity, the Company is required to make further investments, provide loans, and issue guarantees/securities to companies within the group, persons or bodies corporate, from time to time to meet its long-term business plans.

As per Section 186(2) of the Act, no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities



Digitide Solutions Limited

Registered Office: 3/3/2, Bellandur Gate, Sarjapura Main Road, Bengaluru - 560103
CIN: U62099KA2024PLC184626 | Website: www.digitide.com | Tel: 080-61056000

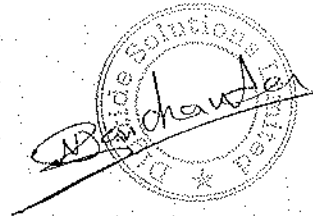
premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

As per Section 186(3) of the Act, where the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board, exceed the limits specified under sub-section (2), no investment or loan shall be made or guarantee shall be given or security shall be provided unless previously authorised by a special resolution passed in a general meeting. Provided that where a loan or guarantee is given or where a security has been provided by a company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by a holding company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the requirement of this sub-section shall not apply.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 500 Crores (Rupees Five Hundred Crores Only), over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more.

Accordingly, the Board recommends the resolution as set out at Item No. 10 of this Notice for approval of the Members of the Company as a Special resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the resolutions.



Additional information of Director seeking Appointment, in pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard on General Meetings (SS-2):

Name of Director	Mr. Ajit Isaac	Mr. Anish Thurthi	Mr. Gopalakrishnan Soundarajan
Age	57	42	62
Date of First Appointment	27.03.2025	27.03.2025	29.03.2025
Qualifications	He has a master degree in the domain of Leadership from the University of Leeds and also holds another Master's in Arts and Personnel Management from Madras University	He is a highly accomplished Chartered Accountant (ICAI) and also holds a Bachelor of Commerce degree from Bangalore University.	He holds a Bachelor of Commerce degree from the University of Madras, is a member of the Institute of Chartered Accountants of India and is a Qualified Chartered Financial Analyst ("CFA") and Member of the CFA Institute in the United States.
Experience and Expertise in specific functional areas	Ajit Abraham Isaac, the founder of Quess Corp, is an entrepreneur who over a period of 20 years, has been involved in creating market-leading enterprises in the business services sector in India. At Quess, and under his leadership, the Company is now a strong family, with ~US\$ 2.3 billion in revenues, and has accelerated the transition of informal jobs to formal platforms, helping bring financial and social security to many not-so-privileged sections of Indian Society. His initiatives in transformative deals, with a focus on operational efficiency and business development, have	Anish Thurthi has over 20+ years of experience in investment management, mergers & acquisitions (M&A), and financial advisory. He currently serves as a Director at Fairbridge Capital Private Limited (since September 2019), an investment advisory firm managing investments for Fairfax Financial Holdings Limited and Fairfax India Holdings Corporation. In this role, he plays a key part in strategic financial planning and investment management. Prior to this, Anish spent over 13 years	Gopal is a is a Managing Director at Hamblin Watsa Investment Counsel. He has leadership experience in handling financial management of various enterprises. He has an incisive ability to identify as well as address resolutions at organizations exposed to financial and business risks including exposure to legal and regulatory vagaries. Mr. Soundarajan also brings with him immense experience in corporate business strategy and capital allocation, a knowledge so useful in today's environment where maximization of shareholder value is of utmost concern.



	helped Quess scale rapidly. Socially committed, he set up Care Works Foundation, which today supports over 16,000 students across 75 schools. His strong social commitment to the larger cause is demonstrated in the partnership with the Indian Institute of Science (IISc), Bangalore to set up The Isaac Centre of Public Health (ICPH). Along with Fairfax and Quess, he has also anchored the establishment of a pediatric specialty center in CMC Vellore. He has worked for 10 years in leadership roles in the private sector including companies like Adecco, IDFC, Godrej and Boyce, before becoming an entrepreneur in the year 2000.	at KPMG India (2006-2019) as a Partner in Deal Advisory, advising on more than 200 corporate M&A transactions and private equity investments. His expertise spans financial due diligence, tax structuring, buyouts, and merger integrations across sectors such as infrastructure, consumer goods, and industrials. He began his professional journey at Deloitte India (2001-2003) as an Articled Assistant, gaining experience in audit, internal audit, and due diligence. With a strong background in financial strategy, M&A, and investment advisory, Anish Thurthi is a seasoned leader in the finance and investment industry.	Before joining Hamblin Watsa, Gopal was the Chief Investment Officer at ICICI Lombard, the largest private sector property and casualty insurance company in India. He held that position for 18 years and was a member of the insurer's investment committee as well.
Directorship and Membership of Committees of the Board held in other listed companies	Directorship: Alldigi Tech Limited Membership: Member of Nomination and Remuneration Committee and Risk Management Committee and Corporate Social Responsibility Committee of Allsec Technologies Limited	Nil	Directorship: 1. Go Digit General Insurance Limited 2. IIFL Finance Limited 3. Thomas Cook (India) Limited 4. Quess Corp Limited Membership: 1. Member of Audit Committee, Stakeholders Relationship Committee, Risk

			Management Committee, and Corporate Social Responsibility Committee of Go Digit General Insurance Limited 2. Member of Audit Committee of Quess Corp Limited
Directorships held in other public limited companies	Nil	Directorship: 1. National Commodities Management Services Limited 2. Anchorage Infrastructure Investments Holdings Limited	Directorship: 1. Go Digit Life Insurance Limited 2. Anchorage Infrastructure Investments Holdings Limited 3. Bangalore International Airport Limited
Remuneration proposed to be paid (Including sitting fees, if any)	NA	NA	NA
Relationship with other Directors and Key Managerial Personnel	Nil	Nil	Nil
Shareholding in the Company including shareholding as a beneficial owner as on date of the Notice	1 (as a Nominee of Quess Corp Limited)	0	0
Number of meetings of the Board attended during FY 2024-25	1	1	0
Terms and conditions of appointment	As per the resolution set out at Item No. 1 of this Notice read with statement pursuant to Section 102 of the Act.	As per the resolution set out at Item No. 2 of this Notice read with statement pursuant to Section 102 of the Act.	As per the resolution set out at Item No. 3 of this Notice read with statement pursuant to Section 102 of the Act.

Name of Director	Mr. Gurmeet Chahal
Age	54
Date of First Appointment	27.03.2025
Qualifications	Gurmeet holds an MBA from XLRI, Jamshedpur, and a Bachelor's in Chemical Engineering from Panjab University. An avid learner, he recently completed certifications in AI Strategies for Leading Business Transformation from Northwestern University – Kellogg School of Management, and AI Implications for Business Strategy from MIT.
Experience and Expertise in specific functional areas	Gurmeet Singh Chahal comes with over 25+ years of experience in digital transformation globally, across industries including healthcare, financial services, hi-tech and manufacturing. Before joining Digitide, he was the CEO of Global Technology Solutions (GTS) platform of Quesst Corp Limited and before that he was the SVP & Global Leader of Digital Transformation Services at Genpact, where he was instrumental in repositioning & growing the \$1 billion Digital Transformation Business. Previously at HCL Technologies, he built the Healthcare business from ground up to \$500 million. At DXC, a Fortune 500 global organization, Gurmeet managed & played a pivotal role in revitalizing DXC's \$750mn Healthcare and Life Sciences business. He was responsible to drive the business of GTS platform Services, AI & Digital Services, Technology Services and Business Process Services for global customers. Now, with the implementation of the Composite Scheme of Arrangement (Demerger), he is appointed as the CEO & ED of the Company with effect from 1 April 2025. He is also the Executive Director of MFXchange US, Inc.
Directorship and Membership of Committees of the Board held in other listed companies	Nil
Directorships held in other public limited companies	Nil
Remuneration proposed to be paid (Including sitting fees, if any)	As mentioned in the Explanatory Statement to this Notice.
Relationship with other Directors and Key Managerial Personnel	Nil
Shareholding in the Company including shareholding as a beneficial owner	0

as on date of the Notice	
Number of meetings of the Board attended during FY 2024-25	0
Terms and conditions of appointment	As per the resolution set out at Item No. 4 of this Notice read with statement pursuant to Section 102 of the Act.

Name of Director	Mr. Sunil Ramakant Bhumralkar	Mr. Pankaj Vaish	Ms. Revathy Ashok
Age	65	63	66
Date of First Appointment	27.03.2025	27.03.2025	27.03.2025
Qualifications	He is a commerce graduate from Pune University and a fellow member of the Institute of Chartered Accountants of India (ICAI)	He has done his MBA from the Carlson School of Management, University of Minnesota, Minneapolis, USA and holds a bachelor of technology degree in Mechanical Engineering from Indian Institute of Technology, Banaras Hindu University, Varanasi (IIT-BHU). He is a Gold Medalist from IIT-BHU and has been awarded the Distinguished Alumni award by the IIT-BHU Alumni Association for the year 2011-12.	She holds a Post Graduate Diploma in Management (PGDM) from the Indian Institute of Management Bangalore (IIMB), where she was a gold medalist. She also earned a Bachelor of Science degree from Mount Carmel College, affiliated with Bangalore University.
Experience and Expertise in specific functional areas	He has over 38 years of professional experience, notably with S R Batliboi & Associates LLP, a member firm of EY in India. He has demonstrated expertise in auditing and assurance services. His leadership role, heading assurance for South India, and participation in the audit and firm's leadership team highlight his managerial prowess. Sunil's extensive involvement in audits	He has more than 39 years of experience in Technology-led transformation, Management Consulting, Leadership Development, B2B sales and outsourcing, with more than 28 years with Accenture, where he built businesses from scratch and scaled them globally. Pankaj is an experienced Board Director. He is and has been a Board Director at many listed / unlisted companies over the past 10+ years. He is a Certified Independent	has spent over 3 decades pursuing capital raising, business development, financial, risk management and commercial with an ability to understand and analyze key financial statements, assess financial viability and performance, contribute to strategic financial planning and budgets with strategic goals

	of large multinational and Indian companies across diverse sectors and his deep knowledge of Indian GAAP/IND AS, corporate governance, internal financial controls and relevant regulatory requirements underscores his versatility and enhances his value as a trusted advisor. Active contributions to professional bodies such as the ICAI demonstrate his commitment to professional standards and sharing knowledge. Post-retirement, Sunil continues to serve as a mentor and advisor, leveraging his multifaceted background in auditing and advisory services.	Director. He also mentors stage companies / SMEs across industries. His career began in 1985 with Accenture and was a founding member of Accenture India. When he left as MD in 2014, he was part of the global leadership of the Communications, Media & Technology (CMT) business, where he was MD, Asia Pacific and Global MD, Management Consulting.	and priorities. She is the Co-founder of Strategy Garage, which aims to foster entrepreneurship in India, along with being an active mentor at the Indian Angel Network. She is passionate about women's economic empowerment and evangelizing entrepreneurship and is actively involved with many start-ups, helping them with their business strategy and promoting transparency and good governance. She is a managing Trustee of Bengaluru Political Action Committee, a nonpartisan citizen's group that aims to improve governance and to enhance the quality of life of every Bangalorean. She last served as Managing Director of Tishman Speyer India and currently serves on the Board of leading listed companies. She has held senior management positions in global corporations such as Syntel, Microland and Tyco Electronics.
--	---	---	--

		Further, she also serves as a member of Risk Management Committee of ADC India Communications Limited and Barbeque - Nation Hospitality Limited. She was awarded the 'Faculty medal for Best Performance' – Habitat & Environmental Studies. She has a successful leadership experience of over three decades spanning variety of industries – Private Equity, Software & IT enabled services, Manufacturing, Infrastructure & Real estate, etc. in Senior Management positions handling wide variety of portfolios, namely Capital Raising, Business Development, Finance, Commercial and other strategic general management functions. In 2011, she was nominated by CII as one of the top women achievers in Business in South India and in 2005, she was named as one of the 10 most powerful women in the Indian IT industry by
--	--	--



Directorship and Membership of Committees of the Board held in other listed companies	Directorship: HIL Limited Membership: Member of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee of HIL Limited	Directorship: 1. Digispice Technologies Limited 2. Xchanging Solutions Limited Membership: 1. Member of Audit Committee, Nomination and Remuneration Committee, and Risk Management Committee of Digispice Technologies Limited 2. Member of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee of Xchanging Solutions Limited	Dataquest. Directorship: 1. 360 One Wam Limited 2. Sansera Engineering Limited 3. Barbeque Nation Hospitality Limited 4. Quess Corp Limited 5. Astrazeneca Pharma India India Membership: 1. Member of Audit Committee, Stakeholders Relationship Committee, Risk Management Committee, CSR Committee and Chairman of Nomination & Remuneration Committee in Quess Corp Limited. 2. Member of Stakeholders Relationship Committee and Chairman of Nomination & Remuneration Committee in Astrazeneca Pharma India Limited 3. Member of Nomination & Remuneration Committee and Chairman of Audit Committee in Sansera Engineering Limited 4. Member of Risk
---	--	---	--

			Management Committee and Chairman of Audit Committee in Barbeque Nation Hospitality Limited 5. Member of Nomination & Remuneration Committee and CSR Committee in 360 One Wam Limited.
Directorships held in other public limited companies	Nil	1. Spice Money Limited	1. 360 One Prime Limited 2. Manipalcigna Health Insurance Company Limited 3. Microland Limited 4. 360 One Distribution Services Limited
Remuneration proposed to be paid (Including sitting fees, if any)	Sitting fees of Rs. 1,00,000 for each Board meeting and Rs. 50,000 for each Committee meeting	Sitting fees of Rs. 1,00,000 for each Board meeting and Rs. 50,000 for each Committee meeting	Sitting fees of Rs. 1,00,000 for each Board meeting and Rs. 50,000 for each Committee meeting
Relationship with other Directors and Key Managerial Personnel	Nil	Nil	Nil
Shareholding in the Company including shareholding as a beneficial owner as on date of the Notice	0	0	0
Number of meetings of the Board attended during FY 2024-25	1	1	1
Terms and conditions of	As per the resolution set out at Item No. 5	As per the resolution set out at Item No. 6 of	As per the resolution set out

appointment	of this Notice read with statement pursuant to Section 102 of the Act.	this Notice read with statement pursuant to Section 102 of the Act.	at Item No. 7 of this Notice read with statement pursuant to Section 102 of the Act.
-------------	--	---	--

