

Date: September 05, 2023

To <b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai-400 001 <b>Scrip Code: 543281</b>	To <b>National Stock Exchange of India Ltd.</b> Plot No. C1, Exchange Plaza G Block, Bandra Kurla Complex Bandra (East), Mumbai - 400 051 <b>Symbol: SUVIDHAA</b>
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**Sub.: Notice and Book Closure intimation for 16<sup>th</sup> Annual General Meeting of the Company**  
**Ref: Applicable Regulation of SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015**

The 16<sup>th</sup> Annual General Meeting (“AGM”) is being convened on Wednesday, September 27, 2023 at 11:30 AM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) by using NSDL e-voting and VC Platform. A copy of Annual Report along with the notice of Annual general Meeting has been sent through electronic mode to the Members today. Notice of AGM is enclosed for your perusal.

Notice of the AGM and Annual Report for the financial year 2022-23 are available on the website of the Company i.e., [www.suvidhaa.com](http://www.suvidhaa.com)

Link to which is <https://www.suvidhaa.com/annual-report.html>

Pursuant to provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015, **the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 21, 2023 to Wednesday, September 27, 2023 (both days inclusive)** for taking record of the Members of the Company for the purpose of AGM for the Financial Year ended March 31, 2023.

We would also like to inform that in view of relevant MCA Circular(s) and SEBI Circular(s), Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Company has sent Annual Report along with AGM Notice through email only to those Shareholders of the Company, whose names appear in the Benpos dated September 01, 2023.

**For Suvidhaa Infoserve Limited**

**Harish Chalam**  
**Company Secretary & Compliance Officer**  
**Membership No.: A61487**

**Place: Mumbai**

**Encl.: Notice of 16<sup>th</sup> AGM**



**Suvidhaa Infoserve Limited**

(Formerly known as Suvidhaa Infoserve Pvt. Ltd.)

CIN No. L72900GJ2007PLC109642 I GSTIN. 27AAKCS9448K1ZJ

Registered Office: Unit No 02, 28th Floor, GIFT-II Building, Block No. 56, Road-5C, Zone-5, Gift City, Gandhinagar- 382355 Gujarat, India

Corporate Office: 14, Olympus Industrial Estate, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093. Maharashtra, India

Tel.:+ 91 9223 225 225 .Email: [legal@suvidhaa.com](mailto:legal@suvidhaa.com) URL: [www.suvidhaa.com](http://www.suvidhaa.com)

## NOTICE

**NOTICE** is hereby given that the **Sixteenth (16<sup>th</sup>)** Annual General Meeting (**AGM**) of the members of **Suvidhaa Infoserve Limited** ('the Company/Suvidhaa') will be held on **Wednesday, September 27, 2023 at 11:30 A.M., through Video Conferencing** ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon and in this regard, to pass the following resolutions as **Ordinary Resolutions:-**

**(a) "RESOLVED THAT** *the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."*

**(b) "RESOLVED THAT** *the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2023 and the reports of the Auditors thereon be and are hereby considered and adopted."*

2. To appoint Mr. Tanuj Rajde (DIN: 09066867), who retires by rotation and being eligible, offers himself for re-appointment, as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** *pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Tanuj Rajde (DIN: 09066867) who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."*

### **SPECIAL BUSINESS:**

3. To re-appoint Mr. Naresh Sharma (DIN: 09071085) as a Managing Director of the Company and to approve his remuneration.

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

**"RESOLVED THAT** *pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the members hereby approves re-appointment of Mr. Naresh Sharma (DIN: 09071085) as a Managing Director of the Company for a period of 3 (three) years effective from February 17, 2024 at such remuneration and on the terms and conditions, as per the Explanatory Statement attached to this notice, with liberty to the Board of Directors to vary, amend and/or revise the remuneration within the maximum ceiling and the terms and conditions of the re-appointment in accordance with the provisions of the Act, and as may be agreed to between the Board of Directors and Mr. Naresh Sharma (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** *pursuant to all other applicable provisions of the Companies Act 2013, and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby also accorded for continuation of the appointment of Mr. Naresh Sharma (DIN: 09071085) as a Managing Director of the Company on attaining the age of 70 (seventy) years on September 25, 2026 for the remaining period of his term of 03 (three) years i.e. up till February 16, 2027"*

**“RESOLVED FURTHER THAT** *during the tenure of the appointment as a Managing Director, Mr. Naresh Sharma shall not be liable to retire by rotation.”*

**By Order of the Board of Directors  
For Suvidhaa Infoserve Limited**

**sd/-  
Harish Chalam  
Company Secretary and Compliance Officer  
Membership No. A61487**

**Place : Mumbai  
Date : August 12, 2023**

**Registered Office:**

Unit No 02, 28th Floor, GIFT-II Building  
Block No. 56, Road-5C, Zone-5  
Gift City, Gandhi nagar, Gujarat- 382355

**Corporate Office:**

14, Olympus Industrial Estate,  
Off. Mahakali Caves Road, Andheri (E)  
Mumbai, Maharashtra - 400093

**CIN: L72900GJ2007PLC109642**

**Website: [www.suvidhaa.com](http://www.suvidhaa.com)**

**E-mail: [cs@suvidhaa.com](mailto:cs@suvidhaa.com)**

**NOTES:**

1. Pursuant to the Circular No. 14/2020 dated 08 April 2020, Circular No.02/2021 dated 13 January 2021, Circular No. 20/2021 dated 12 December 2021, Circular No. 21/2021 dated 14 December 2021, Circular No. 2/2022 dated 5 May 2022, General Circular No. 10/2022 and General Circular No. 11/2022 dated 28 December 2022 issued by the Ministry of Corporate Affairs, physical attendance of the members to the AGM venue is not required and AGM may be held through Video Conferencing ('VC') or Other Audio Visual Means Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Link Intime India Private Limited ("Link Intime") will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at end of the notice and is also available on the website of the Company at [www.suvidhaa.com](http://www.suvidhaa.com) under investor relations Tab.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and therefore the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Participation of members through VC/ OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act"). Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at [cs@suvidhaa.com](mailto:cs@suvidhaa.com)
5. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for FY 2022-23 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of Link Intime India Private Limited ('Link Intime') at <https://instavote.linkintime.co.in>

6. The Members may join the 16<sup>th</sup> AGM through VC/ OAVM Facility by following the procedure mentioned herein below in the Notice which shall be kept open for the Members from 11:15 A.M. IST i.e. 15 (fifteen) minutes before the time scheduled to start the 15<sup>th</sup> AGM and the Company may close the window for joining the VC/OAVM Facility 15 (fifteen) minutes after the scheduled time to start the 16<sup>th</sup> AGM. Members may note that the VC/ OAVM Facility, allows participation of at least 1,000 Members on a 'first come first served' basis. The large Shareholders (i.e. shareholders holding 2% or more), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors etc. can attend the 16<sup>th</sup> AGM without any restriction on account of 'first come first served' basis.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. Wednesday, September 20, 2023.
8. Since the 16<sup>th</sup> AGM will be held through VC/OAVM Facility, the **Route Map is not annexed** in this Notice.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address immediately to the Company/Registrar and Share Transfer Agent, Link Intime India Private Limited.
10. In terms of the applicable provisions of the Act and Rules thereto, the Company has obtained e-mail addresses of its Members and have given an advance opportunity to every Member to register their e-mail address and changes therein from time to time with the Company for service of communications/ documents (including Notice of General Meetings, Audited Financial Statements, Boards' Report, Auditors' Report and all other documents) through electronic mode.

Members who have not registered their E-mail address so far are requested to register their e-mail for receiving all communications including Annual Report, Notices and Circulars etc. from the Company electronically. Members can do this by updating their email addresses with their depository participants.

11. Members must always quote their Folio No. /Demat Account No. and contact details such as e-mail address, contact no. etc. in all their correspondence with the Company/Registrar and Share Transfer Agent.
12. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent, in the manner as prescribed by SEBI.
13. In terms of Section 152 of the Companies Act, 2013, Mr. Tanuj Rajde (DIN: 09066867), retires by rotation at the Meeting and being eligible, offers himself for re-appointment. And Mr. Naresh Sharma (DIN: 09071085) is seeking re-appointment as a Managing Director for a further period of three years. Details of Director retiring by rotation and Director seeking reappointment as required pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is provided under **Note No. 28** below.
14. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Members holding shares in physical form and desirous of making nomination in respect of their shareholding in the Company are requested to submit details to the Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, Mumbai, in the prescribed Form SH – 13. Members holding shares in demat form may contact their respective DP for recording of nomination.
15. SEBI vide its Press Release dated March 27, 2019, has mandated that transfer of securities shall only be in dematerialized form, from April 01, 2019 onwards except in case of transmission or transposition of securities. Accordingly, shareholders are requested to dematerialize their shares held in physical form to enable smooth transfer of securities in real time.
16. Please note that pursuant to aforesaid SEBI notification in point no. 15, Link Intime India Pvt. Ltd., our Registrar and Transfer Agent and Company will not accept any request for transfer of shares in physical form. This restriction shall not be applicable to the request received for transmission or transposition of physical shares unless SEBI notifies anything in contrary thereto.
17. The Company, in line with the SEBI circular bearing reference No. SEBI/HO/MIRSD/MIRSDPoD1/P/CIR/2023/37 dated March 16, 2023 read together with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 has communicated to the shareholders who are holding the shares of the Company in physical form to furnish their PAN, KYC and Nomination details to the Registrar & Share Transfer Agent of the Company viz. Link Intime India Pvt. Limited. Further, the shareholders are also being informed regarding the linking of their PAN with Aadhaar on or before the prescribed date. The forms as prescribed in above circular are available on the website of the Company at: <https://www.suvidhaa.com/shares.html> Members holding shares in electronic form are requested to intimate about change of address or bank particulars to their respective Depository Participant and not to the Company. All the Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
18. In case of joint holders attending the meeting the Members whose name appears as the first holders in the order of names as per the register of Members of the Company will be entitled to vote.
19. Members desiring any information on the Accounts of the Company are requested to write to the Company at [cs@suvidhaa.com](mailto:cs@suvidhaa.com) at least 7 (seven) days in advance so as to enable the Company to keep the information ready.
20. 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 under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode. Members can inspect the same by sending an e-mail to at [cs@suvidhaa.com](mailto:cs@suvidhaa.com)
21. In all correspondence with the Company or with its Registrar & Share Transfer Agent, members are requested to quote their folio number, and in case the shares are held in dematerialized form, they must quote their Client ID Number and DP ID Number.
22. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from September 21, 2023 to September 27, 2023 (both days inclusive) for the purpose of 16<sup>th</sup> AGM.
23. Members may also note that the Notice of the 16<sup>th</sup> AGM and the Annual Report 2022-23 is available on the Company's website: [www.suvidhaa.com](http://www.suvidhaa.com) under investor relations Tab.

24. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) (“Body Corporates”) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-Voting. The said Resolution/Authorisation shall be sent to the Scrutiniser Ashish C Doshi, Partner, M/s. SPANJ & Associates, Practicing Company Secretaries, Ahmedabad by e-mail through its registered e-mail address at [csdoshiac@gmail.com](mailto:csdoshiac@gmail.com) with a copy marked at [cs@suvidhaa.com](mailto:cs@suvidhaa.com)
25. Investors holding the shares in physical form should provide the National Electronic Clearing Service (NECS) mandate to the Company’s R&TA and investors holding the shares in demat form should ensure that correct and updated particulars of their bank account are available with the Depository Participant (DP). This would facilitate in receiving direct credits of dividends, refunds etc., from Company and avoid postal delays and loss in transit. Investors must update their new bank account numbers allotted after implementation of Core Banking Solution (CBS) to the Company’s R&TA in case of shares held in physical form and to the DP in case of shares held in demat form.
26. **To support the ‘Green Initiative’, the Members who have not registered their e-mail addresses are requested to register the same with Link Intime India Pvt. Ltd./Depositories.**
27. In compliance with Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is pleased to provide its Members the facility to cast their votes either for or against each resolutions set forth in the Notice of the 16th AGM using electronic voting system (“remote e-voting”) and e-voting (during the 16th AGM), provided by Link Intime and the business may be transacted through such voting.

Only those Members who will be present in the 16th AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the 16th AGM.

The voting period begins on Sunday, September 24, 2023 (9.00 AM IST) and ends on Tuesday, September 26, 2023 (5.00 PM IST). During this period, Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Wednesday, September 20, 2023 may cast their votes electronically. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of 16th AGM and holds shares as of the cut-off date i.e. September 01, 2023, may obtain the login ID and password by sending a request at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). However, if a Member is already registered with Link Intime for e-voting, then he/she can use existing user id and password/PIN for casting the vote.

28. Information required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) with respect to the Director, seeking appointment/re-appointment is as under:

Name of the Director	Mr. Tanuj Rajde (DIN: 09066867)	Mr. Naresh Sharma (DIN: 09071085)
Date of Birth	December 28, 1994	September 25, 1956
Age	28	67
Date of Appointment in current designation	February 17, 2021	February 17, 2021
Date of First appointment on the Board of the Company	February 17, 2021	February 17, 2021
Terms & Conditions of Appointment/ re-appointment	Non-Executive Director of the Company liable to retire by rotation.	Managing Director of the Company not liable to retire by rotation
Brief Resume of the Director	Mr. Tanuj Rajde started his career in Audit & Financial Due Diligence consultancy at KPMG. He has worked with Nippon India AMC in the Equity Investments Team working on quantitative Investment research. He has worked with Edelweiss in the Equity Investments team and was responsible for managing the Equity Special Situations Book of the Insurance Arm of the Company. He has working experience with the core team on strategic initiatives at a rural-focused Fintech startup backed by NABARD Venture, Blume Venture and Arkam Ventures.	Mr. Naresh Sharma is associated with Suvidhaa since its incorporation and always played key roles since inception of Suvidhaa. Mr. Naresh Sharma has over 38 years of experience in implementing IT Strategies and IT Projects in several Fintech and pharma industries including but not limited to Suvidhaa, IPCA Laboratories, Forbes Infotainment, Glenmark Pharmaceuticals, Wockhardt Limited etc.



<b>Qualification</b>	B.Com, Chartered Accountant	B.Com (Hons)
<b>Nature of expertise/Experience</b>	Operations, Strategy, Finance and Business Development	Operations and Strategy
<b>No. of shares held in the Company as on March 31, 2023</b>	Nil	273357
<b>Directorships (Excluding alternate directorship, foreign companies, private limited companies and companies under Section 8 of the Companies Act, 2013)</b>	Nil	Nil
<b>Chairman/Member of the committees of the Board of Directors of the Listed Entity(s) as on March 31, 2023</b>	Member of Nomination & Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee	Chairman of Risk Management Committee
<b>Number of Board Meeting attended during the year</b>	Four	Three
<b>Inter se relationship between the Directors</b>	None	None
<b>Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/ CML/ 2018/ 24, dated 20/06/18</b>	Mr. Tanuj Rajde is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mr. Naresh Sharma is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

29. M/s. G.S. Mathur & Co., Chartered Accountants (Firm Registration No. 008744N), Ahmedabad were appointed as the Statutory Auditor of the Company to hold the office for a period of five (5) consecutive years commencing from the conclusion of the 14<sup>th</sup> Annual General Meeting held on September 28, 2021, subject to ratification by the members at every Annual General Meeting. Further, pursuant to the notification of Section 40 of the Companies (Amendment) Act, 2017, with effect from May 7, 2018, the requirement of ratification of the Statutory Auditors by the members is no longer required. Taking into consideration this amendment, the annual ratification is not being sought till the expiry of the term of the Statutory Auditors i.e. till the conclusion of 19<sup>th</sup> AGM of the Company.

**30. Shareholders are requested to go through the following instructions carefully to attend and vote at the AGM held through VC:**

- A. INSTRUCTIONS FOR REMOTE E-VOTING
- B. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM.
- C. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM
- D. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE AGM.

**A. INSTRUCTIONS FOR REMOTE E-VOTING**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
  1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
  2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
  3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
  4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants:

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. 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.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)



**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*

- o 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).
  - o Click "confirm" (Your password is now generated).
3. Click on 'Login' under tab.
  4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. 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).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. 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.

**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for 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 a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- ▶ 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".

### B. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM.

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently

#### Note:

Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders / members have any queries regarding login / e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

### C. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM

#### Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".

- ▶ Select the "Company" and 'Event Date' and register with your following details: -
  - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
    - Shareholders/members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
    - Shareholders/members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
    - Shareholders/members holding shares in **physical form shall provide** Folio Number registered with the Company
  - B. PAN :** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - C. Mobile No.:** Enter your mobile number.
  - D. Email ID:** Enter your email id, as recorded with your DP/Company.
- ▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

**Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders / members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:** Shareholders / Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders / Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

- Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login / e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**D. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH (VC) INSTAMEET:**

- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at [cs@suvidhaa.com](mailto:cs@suvidhaa.com) from September 21, 2023 (9:00 a.m. IST) to September 26, 2023 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company will select the speakers on first come first serve basis. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
- Shareholders are requested to speak only when moderator of the meeting / management will announce the name for speaking.

## Explanatory statement pursuant to the provisions of Section 102 of Companies Act, 2013

### Item No. 3

Keeping in view the vast experience and expertise of Mr. Naresh Sharma, Managing Director of the Company, and his association with Suvidhaa since its incorporation, he has always held key roles in the organisation. He has over 38 years of experience in implementing IT Strategies and IT Projects in several Fintech and pharma industries including but not limited to Suvidhaa, IPCA Laboratories, Forbes Infotainment, Glenmark Pharmaceuticals, Wockhardt Limited. The Board of Directors have proposed his re-appointment as a Managing Director for period of 3 (Three) Years with effect from February 17, 2024 subject to approval of the Members of the Company on the terms and conditions and remuneration within the maximum ceilings as per Section II of Part II of Schedule V to the Companies Act, 2013, as set out herein below:

In consideration of the performance of his duties, the Company shall pay to Mr. Naresh Sharma the remuneration of ₹ 6,00,000 /- (Rupees Six Lakhs only) p.a. The scope and quantum of remuneration along with ceiling limits specified herein may be increased, enhanced, enlarged, widened, altered or varied by the Board of Directors as may be necessary to match the industry standards and performance parameters designed by the company, per annum including bonus/incentive/performance linked incentive in accordance with the Schedule V and other applicable provisions of the Companies Act, 2013.

Mr. Sharma, pursuant to Section 196(3)(a) of Companies Act 2013, during the term of this appointment, will attain the age of 70 years on September 25, 2026. Hence, it is proposed to obtain the Members consent for continuation of his employment as a Managing Director, on the existing terms on attaining the age of 70 (seventy) years.

#### **Minimum Remuneration:**

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Managing Director, the payment of salary, performance incentives, perquisites and other allowances as detailed above subject to such revisions as may be approved by the Board from time to time. If the resolution approving the remuneration payable to the Managing Director is passed by the members by way of a special resolution, the maximum ceiling on remuneration (including perquisites) per annum would be ₹ 7,00,000/- (Rupees Seven Lakhs only).

Income-Tax or any other taxes in respect of the above remuneration will be deducted at source as per the applicable Tax Laws / Rules.

#### **Other terms**

Managing Director shall be entitled to be paid / reimbursed by the Company all costs, charges & expenses including entertainment expenses as may be reasonably incurred by him for the purpose of or on behalf of the Company subject to such ceiling as may be decided by the Board on the recommendation of the Nomination & Remuneration Committee.

During the currency of this tenure, Mr. Naresh Sharma shall not directly or indirectly engage himself in any other employment, business or occupation of whatsoever nature.

Further, Increment or incentive, if any shall be approved within the aforesaid limit of ₹.7,00,000/- by the Nomination & Remuneration Committee of the Board of Directors.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the remuneration of Mr. Naresh Sharma as decided by the Board is required to be approved by the Members at their meeting due to inadequacy of profits. It is submitted that based on the projections, the overall managerial remuneration may exceed the limits specified in Sec. 197 of the Companies Act, 2013. The Members are requested to consider the revision in remuneration of Mr. Naresh Sharma.

The following additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

#### **I. General Information:**

1) Nature of Industry:

Financial Technology (FinTech)

2) Date or expected date of Commencement of Commercial production:

The Company was incorporated on June 22, 2007 and commenced its commercial operations in the same financial year.

3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

- 4) Financial performance based on given indicators - as per audited standalone financial results for the year ended March 31, 2023:

Particulars	₹ in Million
Income from Operations	277.54
Other Income	95.63
Total Expenses	380.71
Net Profit/(Loss)after tax as per Profit & Loss Account	(7.54)
Profit as computed under Section 198 of the Companies Act, 2013	(43.90)
Net worth	1149.00

- 5) Foreign Investment or collaborations, (if any):

The Company has not invested in any foreign entities or businesses nor does it have any collaboration with foreign entities. The Company has investments from Foreign Institutional Investors and NRIs as disclosed in Shareholding pattern of the Company.

## II. Information about the appointee

- 1) Background Details:

Mr. Naresh Sharma is presently serving as the Managing Director at the Company. He has been associated with the organization since its inception, holding various positions throughout the years. Mr. Sharma has played a pivotal role in Suvidhaa's growth, and his extensive experience is noteworthy. He holds a degree of B. Com (hons) from Mumbai University

- 2) Past Remuneration:

The total remuneration drawn by Mr. Naresh Sharma during the Financial Year 2022-23 was Rs.0.47 million.

- 3) Job profile and his suitability:

He has been associated with Suvidhaa since its incorporation and always played key roles since inception of Suvidhaa. He has over 38 years of experience in implementing IT Strategies and IT Projects in several Fintech and pharma industries including but not limited to Suvidhaa, IPCA Laboratories, Forbes Infotainment, Glenmark Pharmaceuticals, Wockhardt Limited etc.

- 4) Remuneration proposed:

Remuneration payable to Mr. Naresh Sharma has already been mentioned in the explanatory statement above.

- 5) 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):

Considering the responsibility shouldered by him for the Company's business activities, proposed remuneration is commensurate with Industry standards.

- 6) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:

Mr. Naresh Sharma neither has any pecuniary relationship directly or indirectly with the company nor related to any Director or Key Managerial Personnel or Promoters of the Company.

## III. Other Information:

- i. Reasons for loss or inadequate profits:

Inadequacy of profits in the recent years is due to COVID-19 pandemic and its effects on business the remuneration payable to the Managing Director would exceed the limits prescribed. Hence, this proposal under applicable provisions of Schedule V is given.

- ii. Steps taken or proposed to be taken for improvement of Business:

To mitigate the adverse impact, the Company consistently adopts and implements various measures and strategies, which has contributed to Company's performance and growth to some extent.

- iii. Expected increase in productivity and profits in measurable terms:

The above measures undertaken are expected to yield positive results and improve the financial performance of the Company in the coming years.

#### IV. ADDITIONAL REQUIREMENTS AS PER SECRETARIAL STANDARD -2

Date of Previous Appointment on the	February 17, 2021
Shareholding as on March 31, 2023	273357
Number of Meetings of the Board attended during the year	03
Other Directorships	Nil
Membership / Chairmanship of Committees	01 (Includes Chairmanship in Risk Management Committee)

Except Mr. Naresh Sharma, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution except to the extent of the shareholding in the Company, if any.

The Board of Directors of your Company recommends the resolution as set out under Item No.3 read with note no. 28 of notes to notice, in relation to the re-appointment and remuneration paid to Mr. Naresh Sharma as a Managing Director, for the approval of the shareholders of the Company, to be passed as a Special Resolution.

**By Order of the Board of Directors**

**Suvidhaa Infoserve Limited**

sd/-

**Harish Chalam**

**Company Secretary and Compliance Officer**

**Membership No. A61487**

**Place : Mumbai**

**Date : August 12, 2023**

**Registered Office:**

Unit No 02, 28th Floor, GIFT-II Building  
Block No. 56, Road-5C, Zone-5  
Gift City, Gandhi nagar, Gujarat- 382355

**Corporate Office:**

14, Olympus Industrial Estate,  
Off. Mahakali Caves Road, Andheri (E)  
Mumbai, Maharashtra - 400093

**CIN: L72900GJ2007PLC109642**

**Website: [www.suvidhaa.com](http://www.suvidhaa.com)**

**E-mail: [cs@suvidhaa.com](mailto:cs@suvidhaa.com)**