

Date: 6th September, 2021

To, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001. Company Scrip Code – 543281	To, National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (W), Mumbai-400051. Company Scrip Code – SUVIDHAA
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Dear Sir/ Madam,

Sub: Annual General Meeting

Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We are pleased to inform you that, the 14th Annual General Meeting (“AGM”) of the Company will be held on Tuesday, 28th September, 2021 at 11.00 a.m. IST through Video Conferencing / Other Audio Visual Means.

The Notice of the AGM along with the Annual Report for the FY 2020-21 is also uploaded on the Company’s website at www.suvidhaa.com

We request you to kindly take the same on your record.

Thanking you,

Yours faithfully,

For, Suvidhaa Infoserve Limited



Prachi Vijay Jain
Company Secretary



Encl.: Notice of AGM

Suvidhaa Infoserve Limited

(Formerly known as Suvidhaa Infoserve Pvt. Ltd.)

CIN No. L72900GJ2007PLC109642 | 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 : enquiry@suvidhaa.com • URL: www.suvidhaa.com

NOTICE

NOTICE is hereby given that the 14th Annual General Meeting of the members of SUVIDHAA INFOSERVE LIMITED will be held on **Tuesday, 28th September, 2021 at 11.00 a.m.** IST through video conferencing (“VC”) or Other Audio Video Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021, together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 together with the Report of the Auditors thereon.
3. To re-appoint the Statutory Auditors of the Company and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. G S Mathur & Co, Chartered Accountants (having firm registration no. 008744N) Ahmedabad, Gujarat, be and are hereby re-appointed as Statutory Auditors of the Company for term of 5 (five) years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 19th Annual General Meeting to be held in the year 2026, at such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Auditors, with the power to the Board/ Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.”

SPECIAL BUSINESS:

4. To approve the appointment of Mr. TanujRajde (DIN: 09066867) as a Non-Executive Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Sections 149, 152 and 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, Mr. Tanuj Rajde (DIN: 09066867) who was appointed as an Additional Non- Executive Director by the Board of Directors of the Company on 17th February, 2021 and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, whose term of office shall liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, and to take such actions/ decisions in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

5. To approve the appointment of Mr. Naresh Sharma (DIN: 09071085) as an Executive Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Sections 149, 152 and 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, Mr. Naresh Sharma (DIN: 09071085) who was appointed as an Additional Executive Director by the Board of Directors of the Company on 17th February, 2021 and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, whose term of office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, and to take such actions/ decisions in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

6. To approve the appointment of Mr. Naresh Sharma (DIN: 09071085) as Managing Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 196, 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 read with the relevant Rules made thereunder (including any amendments, modifications or re-enactment for the time being in force), the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Naresh Sharma (DIN: 09071085), as Managing Director of the Company, for a period of three years from 17th February, 2021 to 16th February, 2024 at an annual remuneration of INR 6,00,000, with further liberty to the Board (which term shall be deemed to include the Nomination and Remuneration Committee, constituted by the Board) to alter the said remuneration and terms and conditions, from time to time and in such manner as may be agreed to between the Board and Mr. Naresh Sharma in the best interest of the Company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, and to take such actions/ decisions in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

7. To approve the appointment of Mr. Ritesh Chothani (DIN: 09070982) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 149, 152, 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, Mr. Ritesh Chothani (DIN: 09070982) who, being qualified and eligible for appointment as an Independent Director pursuant to Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, was appointed as an Additional Independent Director of the Company by the Board of Directors on 17th February, 2021 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years w.e.f 17th February, 2021 to 16th February, 2026, whose term of office shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, and to take such actions/ decisions in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

8. To approve the appointment of Ms. Jyoti Malhotra (DIN: 02780029) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 149, 152, 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, Ms. Jyoti Malhotra (DIN: 02780029) who, being qualified and eligible for appointment as an Independent Director pursuant to Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, was appointed as an Additional Independent Director of the Company by the Board of Directors on 17th February, 2021 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years w.e.f 17th February, 2021 to 16th February, 2026, whose term of office shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, and to take such actions/ decisions in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

9. To approve the appointment of Mr. Shail Shah (DIN: 06432640) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 149, 152, 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, Mr. Shail Shah (DIN: 06432640) who, being qualified and eligible for appointment as an Independent Director pursuant to Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, was appointed as an Additional Independent Director of the Company by the Board of Directors on 17th February, 2021 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years w.e.f 17th February, 2021 to 16th February, 2026, whose term of office shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, and to take such actions/ decisions in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

10. Ratification of Suvidhaa Infoserve Private Limited (SIPL) Employee Stock Option Plan 2018 (ESOP-2018).

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Regulation 12 of SEBI (Share Based Employee Benefits) Regulations, 2015 and pursuant to provisions of Section 62 of the Companies Act, 2013 and other applicable provisions, if any, (including statutory modifications and re-enactments thereof for the time being in force) as amended from time to time, the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to ratify the ESOP schemes already in existence, namely ‘**Suvidhaa Infoserve Private Limited (SIPL) Employee Stock Option Plan 2018 (ESOP-2018)**’, formulated and approved prior to the Listing of the Company and the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Nomination and Remuneration Committee of the Board exercising the powers conferred by the Board, including the powers conferred by this resolution), to create, issue, offer, and grant such number of employee stock options to present or future eligible employees of the Company together with securities already granted under the said schemes from time to time, in one or more tranches, exercisable in aggregate into not more than 85,00,000 (Eighty Five Lakhs) equity shares of the Company, where each such employee stock option would be exercisable for one equity share of a face value of Rs. 1/- each, fully paid-up, of the Company.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank paripassu with the then existing equity shares of the Company and the Board be and is hereby authorized to take necessary steps for listing of equity shares allotted under ESOP 2018 on stock exchanges where the securities of the Company are listed.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company on the recommendation of the Board to the employee stock option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve, decide upon and bring into effect the ESOP 2018 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2018 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2018 and do all other things incidental and ancillary thereof including delegation of all or any of its powers herein conferred to any of the committees and/or director(s) and/ or officer(s) of the Company, to give effect to this resolution.”

11. Approval of the SIL Employee Stock Option Plan 2021 of the Company and Grant of Employee Stock Options to the employees of the Company thereunder.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and its related and applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”), (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the Memorandum and Articles of Association of the Company, the circulars/ guidelines issued by the Securities and Exchange Board of India and any rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and any other applicable laws for the time being in force and subject to permissions and approvals as may be required and such other conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted committee of the Board, including the Nomination and Remuneration Committee, which the Board has constituted to exercise certain powers, including the powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to the formulation and implementation of ‘SIL Employee Stock Option Plan 2021’(hereinafter referred to as the “ESOP 2021” or the “Scheme”) authorising the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include the Nomination and Remuneration Committee and any other Committee(s) constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution) to create, and grant from time to time, offer, issue and allot in one or more tranches, not exceeding 1,00,00,000 (One Crore) Employee Stock Options to or for the benefit of such person(s) who are in permanent employment of the Company (present and future), whether working within India or outside India and including Director thereof, whether whole-time or otherwise (other than Promoter or belonging to the Promoter Group, an Independent Director and a Director who either himself or through his relative or through any Body corporate, directly or indirectly, holds more than ten per cent of the issued and subscribed equity shares of the Company), as may be decided under ESOP 2021, exercisable into not more than 1,00,00,000 (One Crore) Equity Shares of face value of Re. 1/- (Rupee One only)each fully paid-up (or such adjusted numbers for any bonus, or consolidation or other re-organisation of the capital structure of the Company as may be applicable, from time to time) at such price, in such manner, during such period, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in its absolute discretion and in accordance with the provisions of the law or regulations issued by the relevant Authority and the provisions of ESOP 2021.

RESOLVED FURTHER THAT the Equity Shares so issued and allotted under ESOP 2021 as mentioned hereinbefore shall rank paripassu with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division/undertaking or other re-organisation, and others, if any, the ceiling as aforesaid of 1,00,00,000 (One Crore) equity shares shall be deemed to be increased/decreased, as may be determined by the Board, to facilitate making a fair and reasonable adjustment to the entitlements of participants under ESOP 2021.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are consolidated, then the number of Equity Shares to be allotted and the price payable by the option grantees under ESOP 2021 shall automatically be changed in the same proportion as the present face value of Re. 1/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the Equity Shares allotted under ESOP 2021 on the Stock Exchanges where the Equity Shares of the Company are listed as per the provisions of the SEBI Listing Regulations, the SEBI SBEB Regulations, and other guidelines, rules and regulations as may be applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, implement, administer, interpret, decide upon and bring into effect the ESOP 2021 on such terms and conditions as contained in the Explanatory Statement to this item in the Notice, and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOP 2021 from time to time in conformity with the provisions of the Companies Act, 2013 and rules made thereunder, the Memorandum and Articles of Association of the Company, the SEBI SBEB Regulations and any other applicable laws.

RESOLVED FURTHER THAT any Director or Company Secretary of Company be and are hereby severally authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary including but not limited to appointment of Merchant Bankers, Brokers, Registrars, other Advisors, Consultants and all such professionals or intermediaries or agencies as may be involved or concerned and to execute all such documents, instruments and writings or any other agreements or documents, etc., with such agencies and also to seek

necessary approvals from SEBI/ Stock Exchanges, Depositories and/or any other relevant statutory authority, if any, as may be required in this connection and to give effect to the aforesaid resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors or the Managing Director or Company Secretary of the Company, with power to further delegate such powers to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard.”

12. Approval of the SIL Employee Stock Option Plan 2021 and grant of Employee Stock Options to the employees of present and future subsidiaries of the Company under the Scheme.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and its related and applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”), (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the Memorandum and Articles of Association of the Company, the circulars/ guidelines issued by the Securities and Exchange Board of India and any rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and any other applicable laws for the time being in force and subject to permissions and approvals as may be required and such other conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted committee of the Board, including the Nomination and Remuneration Committee, which the Board has constituted to exercise certain powers, including the powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to extend the benefits and coverage of the ‘SIL Employee Stock Option Plan 2021’ (hereinafter referred to as the “ESOP 2021” or the “Scheme”) (referred to in the Resolution under Item No. 11 of this Notice), salient features of which are detailed in the explanatory statement to this Notice, to such persons who are in permanent employment of the subsidiary companies (present and future) of the Company, whether working within India or outside India, including Directors whether Whole-time Directors or not (other than Promoter or belonging to the Promoter Group, an Independent Director and a Director who either himself or through his relative or through any Body corporate, directly or indirectly, holds more than ten per cent of the outstanding Equity Shares of the Company) and to such other persons as may from time to time be allowed to be eligible for the benefit under the provisions of the applicable laws and regulations in force, as may be decided by the Board, in the manner mentioned in the Resolution under item No. 11 of this Notice, on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI SBEB Regulations or other provisions of the law as may be prevailing at that time.

RESOLVED FURTHER THAT any Director or Company Secretary of Company be and are hereby severally authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary including but not limited to appointment of Merchant Bankers, Brokers, Registrars, other Advisors, Consultants and all such professionals or intermediaries or agencies as may be involved or concerned and to execute all such documents, instruments and writings or any other agreements or documents, etc., with such agencies and also to seek necessary approvals from SEBI/ Stock Exchanges, Depositories and/or any other relevant statutory authority, if any, as may be required in this connection and to give effect to the aforesaid resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors or the Managing Director or Company Secretary of the Company, with power to further delegate such powers to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard.”

Registered Office

Unit No 02, 28th Floor, GIFT-II Building,
Block No. 56, Road-5C, Zone-5,
Gift City Gandhinagar 382355
Date: 13th August, 2021

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

**Prachi Jain
Company Secretary**

Notes:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of the Special business set out as an item of the accompanying notice is annexed herewith.
2. As required in terms of Secretarial Standard - II and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information (including profile and expertise in specific functional areas) pertaining to Directors recommended for appointment / re-appointment in the AGM have been provided as an “Annexure” to the Notice. The Director has furnished the requisite consent / declarations for his appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
3. In view of continuing of COVID-19 pandemic and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021, respectively issued by the Ministry of Corporate Affairs (‘MCA’) (collectively referred to as ‘MCA Circulars’) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 12th May, 2020 and 15th January, 2021, respectively issued by the Securities and Exchange Board of India (collectively referred to as ‘SEBI Circulars’), holding of the Annual General Meeting (‘AGM’) through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 (‘the Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘the Listing Regulations’), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
4. 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 through VC / OAVM, physical attendance of Members has been dispensed with in line with the MCA Circulars and the SEBI Circulars. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. 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 by e-mail through its registered e-mail address at csdoshiac@gmail.com with a copy marked at evoting@nsdl.co.in
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In line with the aforesaid Circulars, the Notice of AGM along with Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2020-21 has been uploaded on the website of the Company at www.suvidhaa.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the e-voting website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
8. We urge members to support the commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company by providing necessary details like Folio No., Name of the shareholder by email to cs@suvidhaa.com to receive copies of the Annual Report 2020-21 in electronic mode.
9. Shareholders seeking any information with regard to financial statements or any matter to be placed at the AGM are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
10. To support the “Green Initiative”, A Members holding shares in physical form are requested to notify/send their email id and bank account details to the Registrar & Transfer Agent (RTA) of the Company i.e. Link Intime India Private Limited. In addition, members holding shares in the demat form are requested to contact their respective Depository Participant and register their email id and bank account for receiving all communication including Annual Report 2020-21, Notices, Circulars, etc. from the Company electronically.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.

12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated 2nd December, 2020 had fixed 31st March, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA of the Company i.e. Link Intime India Pvt. Ltd., C-101, 247 Park L.B.S. Marg, Vikroli (West), Mumbai- 400 083, Maharashtra, India for assistance in this regard.
13. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Registrar & Transfer Agent (RTA) of the Company i.e. Link Intime India Private Limited. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant. The Nomination Form is available on the Company's website www.suvidhaa.com
14. 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 the PAN to their Depository Participant with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
15. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice are requested to write to the Company on or before Tuesday, 21st September, 2021 through e-mail on cs@suvidhaa.com The same will be replied by the Company suitably and will be available for inspection in electronic mode during the AGM.
17. At Extra-Ordinary General Meeting held on 12th December, 2020 the Members approved the appointment of M/s G. S. Mathur & Co., Chartered Accountants, (Firm Registration No. 008744N) as Statutory Auditors of the Company to hold office from the conclusion of that EGM till the conclusion of the ensuing AGM. Further, pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 the matter of re-appointment of M/s G. S. Mathur & Co., Chartered Accountants as Statutory Auditor of the Company has been placed before the members for their approval.
18. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
19. In compliance with the Circulars, the Annual Report 2020-21, the Notice of the 14th AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
20. **Process for those members whose email ids are not registered - for registration of Email addresses to obtain AGM Notice/Annual Report of the Company:**
 - a) For members holding shares in Physical mode - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to cs@suvidhaa.com
 - b) Members holding shares in Demat mode can get their E-mail ID registered by contacting their respective Depository Participant or by email to cs@suvidhaa.com
21. **Procedure for joining the AGM through VC / OAVM:**
 - (i) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- (ii) Members who need assistance before or during the AGM, can contact the following NSDL officials Ms. Sarita Mote on Toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in “
- (iii) Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker in advance at least 7 days before the AGM 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. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

22. Voting through Electronic Means:

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020 in relation to e-Voting Facility Provided by Listed Entities, and any other applicable provisions as amended, the Company is pleased to offer the facility of voting through electronic means and the businesses set out in the Notice above may be transacted through such electronic voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM (‘remote e-voting’) is provided by NSDL.
- B. The Members, who will be present in the AGM through VC 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.
- C. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participant in the AGM through VC but shall not be entitled to cast their vote again.

23. Instructions for remote e-voting and e-voting at the AGM:

The remote e-voting period begins on 24th September, 2021 at 10:00 A.M. and ends on 27th September, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 21st September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 21st September, 2021.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csdoshiac@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in

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

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@suvidhaa.com. The same will be replied by the company suitably.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of The Companies Act, 2013

Item No. 4

The Board of Directors of the Company has Mr. Tanuj Rajde (DIN: 09066867) as an Additional Non Executive, Non Independent Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act 2013 and Articles of Association of the company with effect from 17th February, 2021 and he holds the office up to the date of the ensuing Annual General meeting. The Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 proposing candidature of Mr. Tanuj Rajde for the office of Director, liable to retire by rotation.

The details required as per the provisions of the Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India has been provided in the “Annexure” to the Notice.

Your Board considers that the Company will be benefited from Mr. TanujRajde’s valuable experience, knowledge and counsel. The Board recommends this resolution for your approval.

Except Mr. TanujRajde, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 5 and 6

In accordance with the provisions of Section 149, 152, 196, 197, 203 of Companies Act, 2013 (‘Act’), read with Schedule V to the Act and other applicable provisions, if any, of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being force) other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, the Board at its meeting held on 17th February, 2021, appointed Mr. Naresh Sharma (DIN: 09071085) as an Additional Executive Director, and Managing Director of the Company, subject to approval of Shareholders, at a Salary of up to **Rs. 6.00 Lakh p.a.** including any increment in remuneration by way of bonus/incentive/performance linked incentive, if any, to Mr. Naresh Sharma and on such other terms and conditions with a liberty to the Board of Directors to revise the remuneration includes bonus/incentive/performance linked incentive without approval of Shareholders within the prescribed limit of Schedule V and other applicable provisions of the Companies Act, 2013. Mr. Naresh Sharma was appointed as Managing Director of the Company for 3 years with effect from 17th February, 2021 till 16th February, 2024. The Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 proposing candidature of Mr. Naresh Sharma for the office of Director, not liable to retire by rotation.

Broad particulars of the terms and conditions of appointment of Mr. Naresh Sharma as an Executive Director (hereinafter referred to as the ‘ED’) are as follows:

1) Period of Appointment:

Three years commencing from 17th February, 2021, which may be extended by mutual agreement.

2) Nature of Duties:

Subject to the superintendence, control and direction of the Board of Directors of the Company, and the provisions of Memorandum and Articles of Association and the regulation made by the Company in General Meetings and the restrictions imposed by the Companies Act, 2013 (including any statutory modification(s) or re-enactment there of or amendment(s) thereto), Mr. Naresh Sharma shall be entrusted with substantial powers of management of affairs of the Company read with Explanation to Section 2(54) of the Companies Act, 2013, as amended from time to time. Mr. Naresh Sharma will be in charge of the Company’s operations with the responsibility and accountability for its management and smooth operations and carry out such duties as may be entrusted to him by the Chairman / Board of Directors from time to time and exercise such powers as may be assigned to him in connection with and in the best interest of the business of the Company.

3) Remuneration:

In consideration of the performance of his duties, the Company shall pay to Mr. Naresh Sharma the remuneration of Rs. 6,00,000 /- (Rupees Six Lacs only) per annum including bonus/incentive/performance linked incentive in accordance with the Schedule V and other applicable provisions of the Companies Act, 2013.

The overall managerial remuneration payable to Mr. Naresh Sharma shall be such amount as may be fixed by the Board (including its Committee thereof) from time to time but shall be within the prescribed limit of Schedule V and other applicable provisions of the Companies Act, 2013 at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said Executive Director be varied/altered/ revised within said overall limit, in such manner as may be required during aforesaid period of 3(Three) years.

4) Income-Tax in respect of the above remuneration, tax will be deducted at source as per the applicable Income Tax Laws / Rules.

- 5) Mr. Naresh Sharma shall be entitled to be paid / reimbursed by the Company all costs, charges & expenses as may be reasonably incurred by him for the official purpose or on behalf of the Company subject to such ceiling as may be decided by the Board.
- 6) 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.
- 7) The terms & conditions of appointment and the payment of remuneration may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its discretion deem fit and in accordance with the provisions of the Companies Act, 2013 or SEBI Rules and Regulations in this regard or any amendments made hereafter in this regard and within the overall approval given by the Shareholders.
- 8) 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.

- 9) Pursuant to Clause (IV) of Section II of Schedule V of Companies Act, 2013 the following statement is given:

I. General Information					
(1)	Nature of Industry	E-Commerce			
(2)	Date or expected date of commencement of commercial production:	Not Applicable.			
(3)	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not Applicable.			
(4)	Financial Performance based on given indicators	(Amount in million)			
		Particulars	2020-21	2019-20	2018-19
		Income from Operation	1073.8	1707.2	825.2
		Profit Before Tax	(63.3)	28.3	57.9
		Profit After Tax	(58.5)	23.5	57.9
	Earnings per share	(0.29)	0.22	0.55	
(5)	Foreign investments or collaborations, if any. 2021	The holdings of Foreign Institutional Investors (FII), Foreign Portfolio Investors (Corporate) & NRI's as on 31 st March, are 9.56 % of the equity share capital.			
II. Information about the appointee:					
(1)	Background details	Mr. Naresh Sharma holds the position of Managing Director at Suvidhaa Infoserve Limited. He holds a degree of B. Com (hons) from Mumbai University			
(2)	Past remuneration	Rs. 6,00,000 /- per annum			
(3)	Job profile and his suitability	Mr. Naresh Sharma is associated with Suvidhaa since its incorporation and always played key roles since inception of Suvidhaa. Mr. Naresh Sharma has over 35 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	As mentioned in the Resolution stated above.			
(5)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards.			
(6)	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel	Mr. Naresh Sharma holds 273357 shares of the Company.			

III.	Other information:	
(1)	Reasons of loss or inadequate profits	Inadequacy of profits in past years is mainly attributable to slowdown of various activities due to ongoing situation of pandemic.
(2)	Steps taken or proposed to be taken for improvement	To mitigate the adverse impact, the Company consistently adopt and implement various measures, which has contributed to Company performance and growth to some extent.
(3)	Expected increase in productivity and profits in measurable terms	The above steps would ensure that the risk of loss can be minimized. However, it would be difficult to provide for expected increase in productivity and profit in measurable terms.

The details required as per the provisions of the Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India has been provided in the “Annexure” to the Notice.

Your Board considers that the Company will be benefited from Mr. Naresh Sharma’s valuable experience, knowledge and counsel. The Board recommends this resolution for your approval.

Except Mr. Naresh Sharma, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 7

The Board of Directors of the Company has appointed Mr. Ritesh Chothani (DIN: 09070982) as an Additional Independent Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act 2013 and Articles of Association of the company with effect from 17th February, 2021 for a period of five (5) consecutive years and he holds the office up to the date of the ensuing Annual General meeting. The Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 proposing candidature of Mr. Ritesh Chothani for the office of Director.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members. He is not disqualified from being appointed as Director in terms of Section 164(2) of the Act. He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. As per the provisions of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of Independent Directors will not be liable to retirement by rotation at the AGM.

The details required as per the provisions of the Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India has been provided in the “Annexure” to the Notice.

Your Board considers that the Company will be benefited from Mr. Ritesh Chothani’s valuable experience, knowledge and counsel. The Board recommends this resolution for your approval.

Except Mr. Ritesh Chothani, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 8

The Board of Directors of the Company has appointed Ms. Jyoti Malhotra (DIN: 02780029) as an Additional Independent Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act 2013 and Articles of Association of the company with effect from 17th February, 2021 for a period of five (5) consecutive years and she holds the office up to the date of the ensuing Annual General meeting. The Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 proposing candidature of Ms. Jyoti Malhotra for the office of Director.

The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also given her consent to continue to act as Director of the Company, if so appointed by the members. She is not disqualified from being appointed as Director in terms of Section 164(2) of the Act. She is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. As per the provisions of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of Independent Directors will not be liable to retirement by rotation at the AGM.

The details required as per the provisions of the Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India has been provided in the “Annexure” to the Notice.

Your Board considers that the Company will be benefited from Ms. Jyoti Malhotra's valuable experience, knowledge and counsel. The Board recommends this resolution for your approval.

Except Ms. Jyoti Malhotra, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 9

The Board of Directors of the Company has appointed Mr. Shail Shah (DIN: 06432640) as an Additional Independent Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act 2013 and Articles of Association of the company with effect from 17th February, 2021 for a period of five (5) consecutive years and he holds the office up to the date of the ensuing Annual General meeting. The Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 proposing candidature of Mr. Shail Shah for the office of Director.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members. He is not disqualified from being appointed as Director in terms of Section 164(2) of the Act. He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. As per the provisions of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of Independent Directors will not be liable to retirement by rotation at the AGM.

The details required as per the provisions of the Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India has been provided in the "Annexure" to the Notice.

Your Board considers that the Company will be benefited from Mr. Shail Shah's valuable experience, knowledge and counsel. The Board recommends this resolution for your approval.

Except Mr. Shail Shah, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 10

The Company appreciates the critical role and efforts of its employees in the organizational growth. Accordingly, in order to promote the culture of employee ownership and as well as to attract, retain, motivate and incentivize critical talents, the Company has employee stock option scheme, namely **Suvidhaa Infoserve Private Limited (SIPL) Employee Stock Option Plan 2018 (ESOP-2018)**, which was duly approved by the members prior to the Listing of the Company on 17th April, 2018.

In terms of Regulation 12(1) of SEBI ESOP Regulations, no company shall make any fresh grant which involves allotment or transfer of shares to its employees under ESOP scheme formulated prior to its IPO unless such scheme is in conformity with the SEBI ESOP Regulations and is ratified by its members after the IPO. The Company's existing scheme ESOP 2018 is already in compliance with SEBI ESOP Regulations and therefore we need to now get it ratified by the members of the Company.

The following are the broad terms and conditions of scheme - ESOP 2018:

(a) Brief description of the scheme:

ESOP 2018 contemplates grant of employee stock options to the eligible employees including Directors (excluding Independent Directors) of the Company, as may be determined in due compliance of extant law and provisions of ESOP 2018. After vesting of employee stock options, the employee stock option grantee earns a right (but not obligation) to exercise the vested employee stock options within the exercise period and obtain equity shares of the Company.

(b) Total number of employee stock options to be granted:

A total of 85,00,000 (Eighty Five Lakhs) employee stock options would be available for being granted to eligible employees of the Company under ESOP 2018 in one or more tranches, which in aggregate shall be exercisable into not more than 85,00,000 (Eighty Five Lakhs) equity shares of the Company. Each employee stock option when exercised would be converted into one equity share of Rs. 1/- of the Company each fully paid-up.

Out of the above options, Company has granted 73,43,000 Equity Shares of Rs. 1/- each.

(c) Identification of classes of employees entitled to participate in the scheme:

The following classes of employees are eligible to participate in ESOP 2018 as per SEBI ESOP Regulations:

- a) a permanent employee of the company who has been working in India or outside India; or
- b) a director of the company, whether a whole time director or not but excluding an independent director; or

- c) an employee as defined in clause (i) or (ii) of a subsidiary, in India or outside India, or of a holding company of the company

but does not include—

- (a) an employee who is a promoter or a person belonging to the promoter group; or
(b) a director who either himself or through his relative or through any Body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the company;

(d) Requirements of vesting and period of vesting:

Conditions of Vesting:

Vesting of options would be subject to continued employment with the company and thus the options would vest on passage of time. In addition, the Board may also specify certain performance parameters based on which the options would vest.

Upon the employee continuing in employment of the Company and upon compliance with the terms of this ESOP plan, the Options Granted by the Company on the recommendations of Board would vest with the Employees over the Vesting Period as per the Vesting Schedule specified in the scheme. Provided, however Board can provide accelerated vesting of Granted Options any time before actual vesting of options as per schedule in whatever manner whether in different tranches or in single tranche with such terms & conditions as Board thinks fit once the options are granted to employees.

The Board can change or modify the vesting schedule for employees to whom it consider in accordance with their performance at the completion of 1st year after the grant of options with such terms & conditions as it thinks fit.

Period of Vesting:

Option granted under ESOP was vested after 18 Months from the Grant date. Further, the vesting period of employee stock options granted shall be a maximum of four years.

(e) The maximum period within which the options shall be vested:

The vesting period of employee stock options granted shall be a maximum of four years.

(f) Exercise price or pricing formula:

The exercise price shall be determined by the Board at the time of Grant of Options.

(g) Exercise period and the process of exercise:

The specific exercise period will be intimated to the employee stock option grantees by the Board in their respective grant letters. Further, The Options can be exercised in accordance with the provisions outlined in Scheme.

(h) Appraisal process for determining the eligibility of the employees for the scheme:

The Specific employees to whom the options would be granted and their eligibility criteria would be determined by the compensation committee or the Board. This shall be based on the performance of the Employees and their tenure of employment in the Company.

(i) Maximum number of options to be issued per employee and in aggregate:

The options granted to the employees are decided by the Board and is subject to the ceiling as specified in the Scheme.

(j) Maximum quantum of benefits to be provided per employee under the scheme:

Any benefit other than grant of options or consequential issue of equity shares is not envisaged under the ESOP 2018.

(k) Whether the scheme is to be implemented and administered directly by the Company or through a Trust:

ESOP 2018 is implemented and administered under the direction of the Board.

(l) Whether the scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both:

ESOP 2018 involves new issue of shares by the Company.

(m) The amount of loan to be provided for implementation of the scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc:

Since, ESOP 2018 involves new issue of shares by the Company. Accordingly, particulars of loan are not applicable.

(n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the scheme:

Not applicable as secondary acquisition is not permitted.

(o) Accounting Policies and disclosures:

As specified in Regulation 15 of the SEBI ESOP Regulations, the Company shall comply with the requirements of the 'Guidance Note on Accounting for employee share-based Payments' or other accounting standards as may be prescribed by the Institute of Chartered Accountants of India from time to time including the disclosure requirements.

(p) Method of option valuation:

The Company has adopted intrinsic value method for valuation of the employee stock options. However, the Company has not granted or allotted any Employee Stock Option during the year under review, resulting to which the disclosures as required in the Board Report is not applicable for the year under review.

(q) Lock-in period:

The equity shares of the Company issued pursuant to exercise of vested employee stock options shall not be subject to any lock-in period.

(r) The conditions under which option vested in employees may lapse:

The vested and unvested options shall lapse in the following situations:

1. In case of Termination for cause and/or due to misconduct or due to breach of company policies/ Terms of employment: All the vested options which were not exercised at the time of such termination shall stand cancelled with effect from date of such termination. And all Unvested Options on the date of such termination shall stand cancelled with effect from the date of termination.
2. Resignation/Termination (other than due misconduct or breach of Company Policies/ Terms of Employment): All Unvested Options on the date of submission of resignation shall stand cancelled with effect from the date resignation/ or termination.
3. Retirement/ early Retirement approved by the company: All vested options can be Exercised by the Employee immediately after but in no event later than one month from the date of such Retirement, subject to the Employee signing a release letter issued by the Company. And all Unvested Options will stand cancelled as on the date of such Retirement, unless otherwise determined by the Board, whose determination will be final and binding.
4. Death: All Vested Options may be Exercised by the Employee's nominee or legal heirs immediately after, but in no event later than six months from the date of death of the Employee. And all the unvested Options as on the date of death shall stand cancelled as on the date of death, unless otherwise determined by the Board, whose determination will be final and binding.
5. Termination due to Permanent Disability: All Vested Options may be Exercised by the Employee immediately after, but in no event later than six months from the date of such Permanent Disability. And all the unvested Options as on such Permanent Disability shall stand cancelled as on the date of such disability, unless otherwise determined by the Board, whose determination will be final and binding.
6. Abandonment or separation due to reasons other than those mentioned above: All the vested and unvested Options shall stand cancelled.

(s) Listing:

The shares allotted pursuant to the exercise of the stock options under ESOP 2018, shall be listed on BSE Limited and National Stock Exchange of India Limited.

(t) Terms & conditions for buyback, if any, of specified securities covered under these regulations:

As there is no Buyback of any specified securities in the Company, the same is not applicable.

Copy of the scheme ESOP 2018 will be made available for inspection during the meeting and provided to the members on written request to the Company Secretary of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice, except to the extent of their respective shareholding, if any in the Company or the equity shares that is or may be offered to them under ESOP 2018. The Board of Directors recommend passing of resolution in the manner proposed in Item No. 10, to be passed by way of a Special Resolution.

Item No. 11 and 12

The following are the broad terms and conditions of scheme - ESOP 2021:

(a) Brief description of the scheme:

ESOP 2021 contemplates grant of employee stock options to the eligible employees including Directors (excluding Independent Directors) of the Company, as may be determined in due compliance of extant law and provisions of ESOP 2021. After vesting of employee stock options, the employee stock option grantee earns a right (but not obligation) to exercise the vested employee stock options within the exercise period and obtain equity shares of the Company.

The Nomination and Remuneration Committee (Committee) of the Company shall act as Compensation Committee for implementation and administration of ESOP 2021.

(b) Total number of employee stock options to be granted:

A total of 1,00,00,000 (One Crore) employee stock options would be available for being granted to eligible employees of the Company under ESOP 2021 in one or more tranches, which in aggregate shall be exercisable into not more than 1,00,00,000 (One Crore) equity shares of the Company. Each employee stock option when exercised would be converted into one equity share of Rs. 1/- of the Company each fully paid-up.

(c) Identification of classes of employees entitled to participate in the scheme:

The following classes of employees are eligible to participate in ESOP 2021 as per SEBI ESOP Regulations:

- a) an employee as designated by the company, who is exclusively working in India or outside India; or
- b) a director of the company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- c) an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company, but does not include—
 - i. an employee who is a promoter or a person belonging to the promoter group; or
 - ii. a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;

(d) Requirements of vesting and period of vesting:

Conditions of Vesting:

Vesting of options would be subject to continued employment with the company and its Subsidiary Company (ies) and thus the options would vest on passage of time. In addition, the Committee may also specify certain performance parameters based on which the options would vest.

Upon the employee continuing in employment of the Company and upon compliance with the terms of this ESOP plan, the Options Granted by the Company on the recommendations of Committee would vest with the Employees over the Vesting Period as per the Vesting Schedule specified in the scheme. Provided, however Board can provide accelerated vesting of Granted Options any time before actual vesting of options as per schedule in whatever manner whether in different tranches or in single tranche with such terms & conditions as Board thinks fit once the options are granted to employees.

The Board on recommendation of the Committee can change or modify the vesting schedule for employees to whom it consider in accordance with their performance at the completion of 1st year after the grant of options with such terms & conditions as it thinks fit.

Period of Vesting:

Option granted under ESOP was vested after 18 Months from the Grant date. Further, the vesting period of employee stock options granted shall be a maximum of four years.

(e) The maximum period within which the options shall be vested:

The vesting period of employee stock options granted shall be a maximum of four years.

(f) Exercise price or pricing formula:

The exercise price shall be determined by the Committee at the time of Grant of Options.

(g) Exercise period and the process of exercise:

The specific exercise period will be intimated to the employee stock option grantees by the Board in their respective grant letters. Further, The Options can be exercised in accordance with the provisions outlined in Scheme.

(h) Appraisal process for determining the eligibility of the employees for the scheme:

The Specific employees to whom the options would be granted and their eligibility criteria would be determined by the committee. This shall be based on the performance of the Employees and their tenure of employment in the Company.

(i) Maximum number of options to be issued per employee and in aggregate:

The options granted to the employees are decided by the Committee and is subject to the ceiling as specified in the Scheme.

(j) Maximum quantum of benefits to be provided per employee under the scheme:

Any benefit other than grant of options or consequential issue of equity shares is not envisaged under the ESOP 2021.

(k) Whether the scheme is to be implemented and administered directly by the Company or through a Trust:

ESOP 2021 is implemented and administered directly by the Company.

(l) Whether the scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both:

ESOP 2021 involves new issue of shares by the Company.

(m) The amount of loan to be provided for implementation of the scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc:

Since, ESOP 2021 involves new issue of shares by the Company. Accordingly, particulars of loan are not applicable.

(n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the scheme:

Not applicable as secondary acquisition is not permitted.

(o) Accounting Policies and disclosures:

As specified in Regulation 15 of the SEBI ESOP Regulations, the Company shall comply with the requirements of the 'Guidance Note on Accounting for employee share-based issued in that regard from time to time and disclosure requirements prescribed therein, in compliance with relevant provisions of SEBI SBEB Regulations.

(p) Method of option valuation:

The Company shall adopt Fair Value Method for valuation of the employee stock options as prescribed under guidance note or under any relevant accounting standard notified by appropriate authorities from time to time.

In case the Company calculates the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the fair value of the employee stock options, shall be disclosed in the Boards' Report and also the impact of this difference on profits and on earnings per share of the Company shall also be disclosed in the Boards' Report. However, the Company is opting for the Fair Value Method hence, the said Statement is not applicable to the Company.

(q) Lock-in period:

The equity shares of the Company issued pursuant to exercise of vested employee stock options shall be subject to 1 (One) year lock-in period.

(r) The conditions under which option vested in employees may lapse:

The vested and unvested options shall lapse in the following situations:

1. In case of Termination for cause and/or due to misconduct or due to breach of company policies/ Terms of employment: All the vested options which were not exercised at the time of such termination shall stand cancelled with effect from date of such termination. And all Unvested Options on the date of such termination shall stand cancelled with effect from the date of termination.
2. Resignation/Termination (other than due misconduct or breach of Company Policies/ Terms of Employment): All Unvested Options on the date of submission of resignation shall stand cancelled with effect from the date resignation/ or termination.
3. Retirement/ early Retirement approved by the company: All vested options can be Exercised by the Employee immediately after but in no event later than one month from the date of such Retirement, subject to the Employee signing a release letter issued by the Company. And all Unvested Options will stand cancelled as on the date of such Retirement, unless otherwise determined by the Committee, whose determination will be final and binding.

4. Death: All Vested Options may be Exercised by the Employee's nominee or legal heirs immediately after, but in no event later than six months from the date of death of the Employee. And all the unvested Options as on the date of death shall stand cancelled, unless otherwise determined by the Committee, whose determination will be final and binding.
5. Termination due to Permanent Incapacity: All Vested Options may be Exercised by the Employee immediately after, but in no event later than six months from the date of such Permanent Incapacity. And all the unvested Options as on such Permanent Incapacity shall stand cancelled as on the date of such incapacity, unless otherwise determined by the Committee, whose determination will be final and binding.
6. Abandonment or separation due to reasons other than those mentioned above: All the vested and unvested Options shall stand cancelled.

(s) Listing:

The shares allotted pursuant to the exercise of the stock options under ESOP 2021, shall be listed on BSE Limited and National Stock Exchange of India Limited.

(t) Terms & conditions for buyback, if any, of specified securities covered under these regulations:

As there is no Buyback of any specified securities in the Company, the same is not applicable.

As per the SEBI SBEB Regulations, a separate special resolution is required to be passed, if the benefits of the Employee Stock Option Plan are to be extended to the employees of present or future subsidiary(s) of the Company and such employees be allowed to enjoy the benefits of ESOP 2021 in the same manner and subject to terms and conditions as mentioned herein. Accordingly, separate Special Resolutions are being duly proposed for members' approval in Item no. 11 and 12 for extending the ESOP 2021 to employees of the present or future subsidiary companies of the Company.

Copy of the scheme ESOP 2021 will be made available for inspection during the meeting and provided to the members on written request to the Company Secretary of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 and 12 of the Notice, except to the extent of their respective shareholding, if any in the Company or the equity shares that is or may be offered to them under ESOP 2021. The Board of Directors recommend passing of resolution in the manner proposed in Item No. 11 and 12, to be passed by way of a Special Resolution.

Registered Office

Unit No 02, 28th Floor, GIFT-II Building,
Block No. 56, Road-5C, Zone-5,
Gift City Gandhinagar 382355
Date: 13th August, 2021

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

**Prachi Jain
Company Secretary**

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT:

Particulars		Profile of the Director			
Name of the Director	Mr. Tanuj Rajde	Mr. Naresh Sharma	Mr. Ritesh Chothani	Ms. Jyoti Malhotra	Mr. Shail Shah
DIN	09066867	09071085	09070982	02780029	06432640
Date of Birth	28 th December, 1994	25 th September, 1956	11 th May, 1979	17 th June, 1973	25 th December, 1987
Date of appointment	17 th February, 2021	17 th February, 2021	17 th February, 2021	17 th February, 2021	17 th February, 2021
Qualification	Chartered Accountant	B. Com (hons)	Chartered Accountant	L.L.M. Specialised in Business Law and M. Com. Specialised in Personal Management and Industrial relations. Diploma in Cyber Crime, Business Management, Computer Science.	Chartered Accountant
Experience & expertise in specific functional areas	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 start-up 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 35 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 Intofainment, Glenmark Pharmaceuticals, Wockhardt Limited etc.	Mr. Ritesh Chothani is qualified Chartered Accountant with over 18 years of experience in the areas of Audit, Due Diligence, Financial Planning, Taxation, Accounts, Budgets, Corporate Restructuring, Regulatory Laws etc. He also has expertise in spearheading corporate and financial planning initiatives in commercial operations, Accounts & Finance, Auditing & Taxation, MIS, Exports Management, Designing and implementing systems to achieve financial discipline and improve overall efficiency of the organisation.	Ms. Jyoti Malhotra has more than 20 years of experience in the areas of Legal, compliance, Alternate Dispute Resolution, Drafting of contract/agreements. She had expertise in Companies Act 2013, Labour Laws (Industrial Disputes Act 1947, Employee Compensation Act 1923), Constitution of India, Criminology, Penology and Victimology and provides her advice to different corporates and individual as per their requirement. She is a practicing lawyer at Mumbai High Court handling all kind of civil matters. She is specialised on negotiation, settlement of issues, drafting of complex contracts. She is also working as Chief Editor at Bombay Cases Reporter (B.C.R.) since 2013 and responsible for selection of judgments passed by Bombay High Court and Supreme Court.	Mr. Shail Shah has worked with Deloitte, KPMG and Dhruva Advisors in the past. He has more than 9 years of professional experience in advising clients in areas of corporate tax, transfer pricing, foreign investment, joint venture arrangements, regulatory laws and succession planning. He has worked with leaders in multiple industries, viz., manufacturing, infrastructure, construction, IT, FinTech, etc. He has advised clients on multiple aspects, which inter alia, include Income-tax, Corporate laws, Stamp duty, SEBI regulations, FEMA regulations and Hindu Succession Laws.
Directorships held in other Companies in India as on 31-03-2021	Nil	Nil	Nil	Nil	Nil
Chairmanship/Membership of Committees held in other Companies in India as on 31-03-2021	Nil	Nil	Nil	Nil	Nil
Relationship with other Directors & KMP	N.A	N.A	N.A	N.A	N.A
No. of Shares held in the Company as on 31-03-2021	Nil	273357	Nil	Nil	Nil
No. of Board Meetings attended during FY 2020-21*	01 (One)	01 (One)	01 (One)	01 (One)	01 (One)
Remuneration last drawn (including sitting fees, if any)					

Please refer to the Corporate Governance Report (Annexure - C) as part of Director's Report

*They were Director only for the part of the financial year and attended all the meetings.