

AGENDA FOR THE EIGHTY FOURTH MEETING OF THE BOARD OF DIRECTORS OF MINDPOOL TECHNOLOGIES LIMITED TO BE HELD ON FRIDAY, 26TH DAY OF MAY, 2023 AT 6:30 PM AT THE REGISTERED OFFICE OF THE COMPANY AT 3RD & 4TH, SR NO 133/1/316111 GK MALL NEAR KONKANE CHOWK, PIMPLE SAUDAGAR, PUNE MH 411027 TO TRANSACT THE FOLLOWING AGENDA(S):

A. Compliance Matters:

1. To welcome the Chairman and take note of the quorum of the Meeting.
2. To consider the leave of absence, if any.
3. To consider and approve the minutes of the previous Board Meeting held on 25th February 2023.
4. To note the Circular Resolutions passed by the Company.
5. To take note of the following items:
 - i. Declaration of Independence from Independent Directors as per Section 149(7) of the Companies Act, 2013.
 - ii. The omnibus approval limit granted by the Audit Committee.
 - iii. The Register of Contracts and Arrangements under Section 189 of the Companies Act, 2013 for the Quarter and Year ended March 31st, 2023.
 - iv. The Related Party Transactions carried out during the Quarter and Year ended on March 31st, 2023.
 - v. The investor complaints summary as per Regulation 13(4) of the SEBI (LODR) Regulations, 2015 for the Quarter ended on March 31st, 2023.
 - vi. The Reconciliation of Share Capital Audit Report issued by Kanj & Co. LLP regarding reconciliation of the admitted, issued and listed capital of the Company, for the Quarter ended March 31st, 2023.
 - vii. The status of disinvestment in S A Tech Software India Private Limited.
 - viii. The quarterly compliance status of the Company.
6. Annual Disclosures by all the Directors under Section 184(1) and Rule 9(1) and Section 164(2) and rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014.

B. Financial & Business Matters:

7. To review, consider and approve the Audited Standalone and Consolidated Financial Results and Financial Statements of the Company for the half year and year ended March 31st 2023 and the Audit Report thereto issued by M/s R B Sharma & Co. Chartered Accountants, Statutory Auditors of the Company.
8. To review, consider and take note of the Unaudited Financial Results of Mindpool Technologies Inc., i.e. the Wholly-owned Subsidiary.
9. To review the Business growth prospect and progress for the year FY 2023-24.
10. To consider and approve the Notice of Postal Ballot and to fix the cut-off date for determining eligibility to participate in the remote e-voting.

11. To consider and appoint Mr. Sunil Nanal, Designated Partner, Kanj & Co. LLP as the scrutinizer for the E-voting process as well as voting through Postal Ballot.
12. To consider and appoint M/s Kanj & Co. LLP, Company Secretaries as the Secretarial Auditors of the Company for F.Y. 2022-23.
13. To Consider any other matter with the permission of the Chairman.

NOTES TO AGENDA FOR THE BOARD MEETING TO BE HELD ON 22ND APRIL 2023

Agenda Item 1.

TO WELCOME THE CHAIRMAN AND TAKE NOTE OF THE QUORUM OF THE MEETING.

Mr. Ritesh Sharma, Chairman & Managing Director of the Board of Directors shall take the chair. He shall thereafter take a roll call of all the Members of the Board and confirm whether the requisite quorum is present. He may thereafter initiate the proceedings of the Board Meeting if the quorum is appropriate.

Agenda Item 2.

TO CONSIDER THE LEAVE OF ABSENCE, IF ANY.

The Chairman is recommended to grant leave of absence to any of the Members of the Board who are unable to attend the meeting and have intimated the Company in advance.

Agenda Item 3.

TO CONSIDER AND APPROVE THE MINUTES OF THE PREVIOUS BOARD MEETING HELD ON, FEBRUARY 25TH, 2023.

The minutes of the previous Board Meeting held on February 25th, 2023 were sent to the Members of the Board for their comments and suggestions. A copy of the finalized minutes shall be tabled in the meeting for consideration, approval and signing. The Chairman is requested to confirm and sign the minutes, if thought fit.

Agenda Item 4.

TO NOTE THE CIRCULAR RESOLUTIONS PASSED BY THE COMPANY.

The Company had passed One Circular Resolutions on 24th Day March 2023 as follows:

1. To consider and approve the transfer of 4300 Equity shares of S A Tech Software India Pvt Ltd held by the Company for a consideration of ₹220 per share amounting to ₹9,46,000/-.

Date of Circulation	21 st March, 2023
Due Date for Obtaining Approval	7 days, i.e. till 28 th March 2023
Total No. of items proposed	1
Serial No.	Circular Resolution No. 6/FY 2022-23

Resolution:

“RESOLVED THAT in furtherance of the approval of the Board of Directors passed in their meeting held on 21st August 2021 and special resolution passed by the shareholders of the Company in the 11th Annual General Meeting of the Company held on 17th September 2021, for the sale of equity shares of S A Tech Software India Private Limited, Subsidiary Company (now associate), held by the company, the consent of the Board be and is hereby granted to sell 4,300 equity Shares at a Consideration of ₹ 220/- per Share amounting to ₹ 9,46,000/- in following manner:

Name of Seller	Mindpool Technologies Limited
Name of Buyer	Opalforce Software India Private Limited
Maximum Number of Shares approved to be sold	4,300
Price per share	Rs. 220/- per share
Total Sale Consideration	₹ 9,46,000/-
Terms of Sale	As per the attached Share Purchase Agreement (Draft)

RESOLVED FURTHER THAT the draft Share Purchase Agreement annexed alongwith this notice and initialled by the Company Secretary for identification be and is hereby approved, in accordance with the limits set above in this resolution.

RESOLVED FURTHER THAT Mr. Ritesh Sharma, Managing Director of the Company, be and is hereby authorized to sign and execute the draft Share Purchase Agreement annexed with this circular resolution and to do or carryout all such acts, things, deeds and matter as may be necessary to give effect to this resolution.”

The Board is requested to take note of the same.

Agenda Item 5.
TO TAKE NOTE OF THE FOLLOWING ITEMS:
a. Declaration of Independence from Independent Directors as per Section 149(7) of the Companies Act, 2013.

The Board of Directors were informed that pursuant to provisions of Section 149(7) of the Companies Act, 2013 (“Act”) every Independent Director is required to submit a declaration to the Company stating that he/she meets the criteria of Independence as provided in Section 149(6) of the Act.

The Board is recommended to take note of the declaration received from Independent Directors of the Company, duly signed by them, pursuant to Section 149(7) of the Companies Act, 2013. It is further informed that all the Independent Directors of the Company meet the criteria of Independence as prescribed by Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (LODR) Regulations, 2015.

b. The omnibus approval limit granted by the Audit Committee.

Pursuant to the provisions of Section 177 of the Companies Act, 2013 ("Act") read with, the Companies (Meeting of Board and its Powers) Rules 2014 and Regulation 23 of the SEBI (Listing of obligation and Disclosure Requirements) Regulation, 2015 all related party transaction shall be approved by Audit Committee.

In furtherance thereto, the Audit Committee in its meeting to be held on 26th May 2023, may grant omnibus approval for carrying out Related Party Transactions in following manner:

Particulars	Mindpool Technologies INC	S A Tech Software India Private Limited		Opalforce Software India Private Limited
Relation with Party	Wholly Owned Subsidiary	Group Company (Under Same Management)		Group Company (Under Same Management)
Nature of Transaction	Availing/ Rendering of Services	Availing/ Rendering of Services	Availing/ Rendering of Services	Availing/ Rendering of Services
Purpose of Transaction	Sale and/or Purchase	Rent/ Lease	Sale and/or Purchase	Sale and/or Purchase
Period of Transaction	1 st April 2023 to 31 st March 2024	1 st April 2023 to 31 st March 2024	1 st April 2023 to 31 st March 2024	1 st April 2023 to 31 st March 2024
Base Price/ Contract Price	Amount equivalent or not exceeding Rs. 1 Crore per transaction	Amount equivalent or not exceeding Rs. 1 Lakh per month	Amount equivalent or not exceeding Rs. 1 Crore per transaction	Amount equivalent or not exceeding Rs. 1 Crore per transaction
Maximum Amount of Transaction to be undertaken during the period	Rs. 12 Crores per annum	Rs. 12 Lakh per annum	Rs. 3 Crores per annum	Rs. 3 Crores per annum

The transactions for availing services from and/or rendering services to, either of the related parties not being Wholly Owned Subsidiary, i.e. S A Tech Software India Private Limited or Opalforce Software India Private Limited, individually, shall not be exceeding 10% of the total Turnover of FY 2022-23 of the Company and/or Rs. 1 crore per transaction, whichever is less.

While granting the Omnibus Approval, the Audit Committee shall take into account the following factors required by law for making omnibus approval, namely: -

- the audit committee has laid down the criteria for granting the omnibus approval in line with the policy on related party transactions of the Company and such approval is granted in respect of transactions which are repetitive in nature;
- the audit committee has satisfied itself regarding the need for such omnibus approval and that

- such approval is in the interest of the Company;
- iii. the audit committee shall review, on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given.
 - iv. The omnibus approvals are valid for a period not exceeding one year and Company shall require fresh approvals after the expiry of one year.

Where the omnibus approval is granted by the Audit Committee in their said meeting, the Board is recommended to take note of the above limits for Related Party Transactions.

c. The Register of Contracts and Arrangements under Section 189 of the Companies Act, 2013 for the Quarter and Year ended March 31st, 2023.

The updated Register of Contracts and Arrangements under Section 189 of the Companies Act, 2013 mentioning the details of contracts and arrangements as per Section 184 and 188 shall be tabled before the Board for their consideration, noting and approval.

d. The investor complaints summary as per Regulation 13(4) of the SEBI (LODR) Regulations, 2015 for the Quarter ended on March 31st, 2023.

The Board is requested to note and take on record that the Company did not receive any Complaints during the Fourth quarter of FY 2022-23 i.e. from 1st January 2023 to March 31st 2023. A report on the same has been submitted with the NSE as per Regulation 13(3) of SEBI Listing Regulations within 21 days from the end of the quarter.

e. The Reconciliation of Share Capital Audit Report issued by Kanj & Co. LLP regarding reconciliation of the admitted, issued and listed capital of the Company, for the quarter ended on March 31st, 2023.

The Share Reconciliation Audit Report and Certificate issued by M/s. Kanj & Co., LLP. Company Secretaries, regarding reconciliation of admitted, issued and listed capital of the Company for the quarter ended March 31st 2023 shall be placed before the Board for their noting and consideration. The said certificate has been filed with the National Stock Exchange within 30 days of the end of the quarter.

f. The status of disinvestment in S A Tech Software India Private Limited.

There has been change in the status of disinvestment since the previous Board Meeting, as the Board of Directors on 24th March, 2023 passed a Circular Resolution and approved the sale of 4300 equity shares of S A Tech Software India Private Limited for a consideration of INR 9,46,000. Therefore, the Company now holds 19.53% stake in SA Tech India.

As a result of the same, S A Tech Software India Private Limited is no longer an Associate of Mindpool Technologies Limited.

g. The quarterly compliance status of the Company

The Compliance Officer shall update the Board on the status of the quarterly compliances of the Company. A checklist on the quarterly compliance status shall be tabled before the Board Members for their consideration and noting. The Board is recommended to take note of the same.

Agenda Item 6.

Annual Disclosures by all the Directors under Section 184(1) and Rule 9(1) and Section 164(2) and rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014.

As per the provisions of Section 184, sub-section (1), of the Companies Act, 2013, every director shall,

- i. At the first Board meeting in which he participates as a director, and
- ii. Thereafter at the first meeting of the Board in every financial year or
- iii. Whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding, in Form MBP-1.

Notices of Disclosure of Interest in the Form MBP-1 and non-disqualification to be a Director in Form DIR-8, received from all the Directors of the Company, duly signed, pursuant to Section 184(1) and Section 164(2) of the Companies Act, 2013, has to be placed before the Board for perusal.

In furtherance of the same, the Board has received the declarations and interest disclosure by each member of the Board. Therefore, it is recommended to take note of the disclosures made by Directors in form DIR-8 and MBP-1 and pass the following resolution if thought fit:

Resolution No. 01/BM-84/2023-24:

“RESOLVED THAT pursuant to the provision of Section 184 of the Companies Act, 2013 and the rules made thereunder and other applicable laws, if any, including any amendments, alterations, notifications or circulars thereto, and any other laws as may be applicable for the time being in force, the notice of interest received from all Directors of the Company in the prescribed Form MBP – 1 disclosing their interests/concern be and is hereby noted and taken on record.

RESOLVED FURTHER THAT pursuant to the provisions of Section 164 of the Companies Act, 2013 and the rules made thereunder and other applicable laws, if any, including any amendments, alterations, notifications or circulars thereto, and any other laws as may be applicable for the time being in force, the Intimation of Non-Disqualification to become a Director received from all the Directors of the Company in the prescribed Form DIR-8 be and is hereby noted and taken on record.”

Agenda Item 7.

TO REVIEW, CONSIDER AND APPROVE THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL RESULTS AND FINANCIAL STATEMENTS OF THE COMPANY FOR THE HALF YEAR AND YEAR ENDED MARCH 31ST 2023 AND THE AUDIT REPORT THERETO ISSUED BY M/S R B SHARMA & CO. CHARTERED ACCOUNTANTS, STATUTORY AUDITORS OF THE COMPANY.

The Audited Financial Results and Financial Statements of the Company for the half year and year ended on March 31st, 2023 issued by the Statutory Auditors of the Company, M/s R. B. Sharma & Co., Chartered Accountants shall be placed before the Board for consideration, discussion and approval.

As per the provisions of Regulation 33 of SEBI Listing Regulations, the CEO & CFO of the shall certify that the financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading. As the Company has not appointed a CEO, the Managing Director and CFO shall be providing the said certification. A certificate to the effect is attached herewith this notice for signing by the MD & CFO.

Therefore, the Board is requested to consider, discuss, and if thought fit pass the following Resolution with or without modifications:

Resolution No. 02/BM-84/2023-24:

“RESOLVED THAT pursuant to the provisions of Section 129, 134 and 179 of the Companies Act, 2013 read with the rules made thereunder and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments, alterations, notifications or circulars thereto, and any other laws as may be applicable for the time being in force, the Audited Standalone and Consolidated Financial Results and Financial Statements of the Company for the half year and year ended on March 31st, 2023 and the Audit Report thereto issued by the Statutory Auditors of the Company, M/s R. B. Sharma & Co., Chartered Accountants, as placed before the Board and marked for identification, be and is hereby approved.

RESOLVED FURTHER THAT the certificate issued by the Managing Director and Chief Financial Officer of the Company on the Financial Statements as per Regulation 33 of the SEBI (LODR) Regulations, 2015 be and is hereby noted and taken on record.

RESOLVED FURTHER THAT the Chairman & Managing Director of the Company be and is hereby authorized to submit the approved financial statements with the National Stock Exchange (NSE) as per the requirement and any of the Directors or CFO or CS of the Company be and is hereby authorized to do or carry out all such acts, deeds, things and matters as may be necessary to give effect to this resolution.”

Agenda Item 8.

TO REVIEW, CONSIDER AND TAKE NOTE OF THE UNAUDITED FINANCIAL RESULTS OF MINDPOOL TECHNOLOGIES INC., I.E. THE WHOLLY-OWNED SUBSIDIARY.

The un-audited Financial Results of Mindpool Technologies Inc., the wholly owned subsidiary of the Company, for the year ended on March 31st, 2023 shall be placed before the Board for consideration, discussion and noting.

It is to be noted that since S A Tech Software India Private Limited (S A Tech) is neither a Subsidiary or an Associate of the Company as on 31st March 2023, in furtherance of the provisions of Companies Act, 2013 and the Accounting Standards issued by the Institute of Chartered Accountants of India, the accounts of S A Tech is not required to be consolidated with the accounts of the Company.

Therefore, the consolidated accounts of the Company comprise of Mindpool India and Mindpool USA only.

Accordingly, the Financials of only Mindpool Technologies INC being wholly owned subsidiary of the Company shall be placed for discussion, consideration and noting before the Board.

The Board is thereby recommended to pass, if thought fit, with or without modification, the following resolution:

Resolution No.03/BM-84/2023-24:

“RESOLVED THAT pursuant to the provisions of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments, alterations, notifications or circulars thereto, and any other laws as may be applicable for the time being in force, the unaudited Financial Results of Mindpool Technologies Inc, Wholly-owned subsidiary of the Company for the year ended on March 31st, 2023 as placed before the Board and marked for identification, be and is hereby noted, approved and taken on record.”

Agenda Item 09.

TO REVIEW THE BUSINESS GROWTH PROSPECT AND PROGRESS FOR THE YEAR FY 2023-24.

The Chairman shall present before the Board the current position of the Company, growth status and other aspects on which Company is moving ahead. He shall also present before the Board the changes brought in the operations and management of the Company in the current financial year.

The Board is requested to discuss and share their views on the same.

Agenda Item 10.

TO CONSIDER AND APPROVE THE NOTICE OF POSTAL BALLOT AND TO FIX THE CUT-OFF DATE FOR DETERMINING ELIGIBILITY TO PARTICIPATE IN THE REMOTE E-VOTING.

As per the Provisions of the Companies Act 2013, every Resolution requiring members approval (other than the ordinary items of Business or business where any person has a right to be heard), can be taken through the mechanism of Postal Ballot (Remote E-Voting only) in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

Therefore, it is recommended that the mechanism of Postal Ballot be opted for obtaining votes of members for increasing the Authorized Capital of the Company from Rs. 5 crores to Rs. 12 crores as discussed and approved by the Board in their meeting held on 1st February 2023 wherein approval of the members is required by means of Ordinary Resolution. The process shall be carried out with the help of a facilitator who shall help us with the e-voting and postal ballot voting.

The Board is recommended to consider and approve and the following Resolution with or without modifications:

Resolution No. 04/BM-84/2023-24:

RESOLVED THAT pursuant to the provisions of Section 101, 102, 108 and 110 of the Companies Act, 2013 read with the rules made thereunder, (including modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), and any other applicable provisions for the time being in force, the draft notice of the Postal Ballot as tabled here before the board and initialled by the Chairman for recognition be and is hereby approved.

RESOLVED FURTHER THAT the record date for the purpose of ascertaining the members to whom the notice and postal ballot forms shall be sent is fixed as **Friday, 2nd June 2023** and the consent of the Board be and is hereby accorded for issuing notice to all the members as on record date and to publish the notice for Postal Ballot mechanism and e-voting in an English and a Vernacular Newspaper as per the applicable provisions.

RESOLVED FURTHER THAT Mr. Ritesh Sharma, Chairman & Managing Director and Mr. Sanskar Prabhakar, Company Secretary, be and is hereby authorized, either jointly or severally, to sign, issue, publish, submit and keep the records of the notice of Postal Ballot, appoint an agency in respect of e-voting for the Postal Ballot and to do or carry out all such acts, deeds, things and matters as may be deemed necessary for giving effect to this resolution."

Agenda Item 11.

TO CONSIDER AND APPOINT MR. SUNIL NANAL, DESIGNATED PARTNER, KANJ & CO. LLP AS THE SCRUTINIZER FOR THE E-VOTING PROCESS AS WELL AS VOTING THROUGH POSTAL BALLOT.

The Board is recommended to appoint a scrutinizer for calculating the votes and ascertaining the results of the voting for the Postal Ballot. The provisions of Companies Act, 2013 specify that the scrutinizer shall be Chartered Accountant or Company Secretary or Cost Account or an Advocate, who is not in employment of the Company and therefore it is proposed to appoint Mr. Sunil Nanal, Practicing Company Secretary as the Scrutinizer. In furtherance thereto, the Board is recommended to pass if thought fit, with or without modifications, the following resolution:

Resolution No. 05/BM-84/2023-24:

"RESOLVED THAT pursuant to the provisions of Section 108 & 110 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, including any amendments, alterations, notifications or circulars thereto, and any other laws as may be applicable for the time being in force, the consent of the Board be and is hereby granted to appoint Mr. Sunil Nanal, Practicing Company Secretary and Designated Partner of Kanj & Co. LLP, Pune, as the Scrutinizer to overview, calculate, scrutinize and render a report on the voting results of the Postal Ballot of the Company.

RESOLVED FURTHER THAT the Managing Director or the Company Secretary be and is hereby authorized to discuss and fix the remuneration to be paid to the Scrutinizer for his services, receive the report, submit the same with the Stock Exchange and Registrar of Companies and to do or carry out all such acts, deeds, things and matters as may be necessary to give effect to this resolution."

Agenda Item 12.

TO CONSIDER AND APPOINT M/S KANJ & CO. LLP, COMPANY SECRETARIES AS THE SECRETARIAL AUDITORS OF THE COMPANY FOR F.Y. 2023-24.

Being a Listed Public Company, the provisions of Section 204 of the Companies Act, 2013 mandate that Mindpool shall undertake Secretarial Audit and submit the Audit report alongwith other reports as an annexure to the Directors' Report with the Registrar of Companies and also send a copy of the same to every member of the Company. Therefore, it is also needed to appoint a Practicing Company Secretary or firm for conducting Secretarial Audit of the Company for the FY 2023-24.

The Company has approached KANJ & CO. LLP, Company Secretaries, represented by Mr. Sunil Gajanan Nanal, PCS, for carrying out the Secretarial Audit for FY ending March 31st, 2023. As per mutual discussion and agreement, the management hereby recommends and proposes for appointment of KANJ & Co. LLP as the Secretarial Auditors of the Company for the FY 2023-24.

The Board is recommended to consider and if thought fit, to pass, with or without modifications, the following resolution:

Resolution No. 06/BM-84/2023-24:

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable laws, if any, including any amendments, alterations, notifications or circulars thereto, and any other laws as may be applicable for the time being in force, the consent of the Board be and is hereby accorded for appointment of KANJ & Co. LLP, Company Secretaries, Pune represented by its Designated Partner Mr. Sunil G. Nanal, Company Secretary in Practice, (Membership No F5977, CP No. 2809) as the Secretarial Auditors of the Company for the financial year ended 31st March, 2022, at such fees as maybe mutually decided alongwith reimbursement of expenses incurred by him in connection with the Secretarial Audit.

RESOLVED FURTHER THAT the Managing Director, Chief Financial Officer or the Company Secretary of the Company be and is hereby authorized to issue the Letter of Engagement and Appointment in the name of KANJ & Co. LLP, and to do or carry out all such acts, deeds, things and matters as may be necessary to give effect to this resolution.”

Agenda Item 12.

TO CONSIDER ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIRMAN

The board may consider any other matter with the permission of the Chairman. If no other matters are to be considered the Meeting may be conclude with vote of Thanks.
