

**Date: May 07, 2021**

**To**  
**The Manager- Listing Compliance**  
**National Stock Exchange India Limited**  
**Exchange Plaza, Plot No. C/1, G Block,**  
**Bandra Kurla complex, Bandra (E), Mumbai 400051.**

**Subject: Notice of 7<sup>th</sup> Annual General Meeting of the company.**

**Scrip Code: KSOLVES; ISIN: INE0D6I01015**

Dear Sir/Madam

Notice is hereby given that the 7<sup>th</sup> Annual General Meeting (7<sup>th</sup> AGM) of the members of the company is scheduled to be held on **Saturday, May 29, 2021 at 11:00 a.m. (IST)** through Video Conferencing (VC)/Other Audio-Visual Means ("OAVM").

Further, Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from **Sunday, May 23, 2021 to Saturday, May 29, 2021 (both days inclusive)** for taking record of the Members of the Company for the purpose of 7<sup>th</sup> AGM.

Further, Pursuant to Section 108 of The Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended the cut-off date for determining the eligibility for remote e-voting shall be **Saturday, May 22, 2021.**

Further, Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting facility to members shall commence with effect from **Wednesday, May 26, 2021 at 9:00 a.m. and ends on Friday, May 28, 2020 at 5:00 p.m. (IST).**

This is for your information and records.

**For Ksolves India Limited**



**Manisha Kide**  
**Company Secretary & Compliance Officer**

Enclosed: Notice of 7th AGM



**KSOLVES INDIA LIMITED**

**Regd. Off.: H. No B-8/1, Ground Floor, Saidulajab, South Delhi-110030**

**CORPORATE OFFICE: THIRD FLOOR, B-4 OFFICE NO 301, B BLOCK RD, SECTOR 63, NOIDA, UTTAR PRADESH 201301**

**Tel. No.: 0120 416 3248; CIN: U72900DL2014PLC269020**

**Website: [www.ksolves.com](http://www.ksolves.com) ; E-mail ID: [cs@ksolves.com](mailto:cs@ksolves.com)**

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**NOTICE OF 7<sup>th</sup> (SEVENTH) ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 7<sup>TH</sup> (SEVENTH) ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF KSOLVES INDIA LIMITED WILL BE HELD ON SATURDAY, THE 29<sup>TH</sup> DAY OF MAY 2021 AT 11:00 A.M. (IST) THROUGH VIDEO CONFERENCING (VC) TO TRANSACT THE FOLLOWING BUSINESS:**

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**ORDINARY BUSINESS**

**1. Adoption of financial statements**

To consider and adopt the audited standalone financial statements and audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors (“the Board”) and auditors thereon.

**2. Declaration of Dividend**

To declare a final dividend on equity shares at the rate of 300 % i.e., Rs. 30/- per share on Equity Shares of the Company for the Financial Year ended March 31, 2021.

**3. Appointment of Ms. Deepali Verma (DIN: 05329336) as a Director, who is liable to retire by rotation**

To appoint Ms. Deepali Verma (DIN: 05329336) as a Director, who retires by rotation and being eligible, offers herself for reappointment.

**SPECIAL BUSINESS:**

**4. To increase the Authorized Share Capital of the Company and amend the Memorandum of Association:**

To consider and, if thought fit, to pass, the following resolution as ORDINARY RESOLUTION:

**“RESOLVED THAT** pursuant to the provisions of Section 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 1,60,00,000/- (Rupees one crore sixty lakh only) divided into 16,00,000 (Sixteen lakhs only) equity shares of Rs. 10/- (Rupees ten only) each to Rs. 12,00,00,000/- (Rupees Twelve Crore only) divided into 1,20,00,000 (One crore twenty lakhs only) equity shares of Rs.10/- (Rupees ten only) each by the creation of additional 1,04,00,000 (One crore four lakhs only) equity shares of Rs. 10/- (Rupees ten only) each.

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V.

*The Authorized Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crore only) divided into 1,20,00,000 (One crore twenty lakhs only) equity shares of Rs.10/- (Rupees ten only) each.”*

**RESOLVED FURTHER THAT** Mr. Ratan Kumar Srivastava, Managing Director of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.”

#### 5. Issue of Bonus Shares

To consider and, if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

**“RESOLVED THAT** in accordance with the Articles of Association of the Company and pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable Regulations and Guidelines issued by the Securities and Exchange Board of India (the “SEBI”) and Reserve Bank of India (the “RBI”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities and the terms and conditions, if any, as may be specified while according such approvals and subject to acceptance of such terms and conditions by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) and pursuant to the recommendation of the Board, the consent of the members of the Company be and is hereby accorded for such sums as may be determined to be required by the Board, from and out of the amount standing to the credit of the Securities Premium Account and free reserve of the Company as at March 31, 2021, to capitalize and transfer to the Share Capital Account, for the purpose of allotment of new equity shares of the Company of Rs. 10 (Rupee Ten only) each as fully paid-up Bonus Shares, to be allotted as fully paid-up equity shares to the existing equity shareholders of the Company, in the proportion of (3:1), 3 (Three) new equity share for every 1 (One) existing equity share, held by the Members of the Company, whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the Depositories, as on the record date fixed by the Board in this regard.”

**“RESOLVED FURTHER THAT** the new equity shares of Rs. 10 (Rupees Ten only) each to be allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing fully paid-up equity shares of the Company in all respects and shall be entitled to participate in full in any dividends and any other corporate action declared after the new equity shares are allotted and no allotment letters shall be issued to the allottees of the bonus shares.”

**“RESOLVED FURTHER THAT** the bonus shares shall be issued to the allottees in the same mode as existing shares are held by them on the record date and the bonus equity shares in physical form shall thereafter be dispatched to the allottees, except in respect of those allottees who hold existing equity shares in dematerialized form, within the period prescribed or that may be prescribed in this behalf, from time to time.”

**“RESOLVED FURTHER THAT** the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians, Foreign Portfolio Investors, Foreign Nationals, Foreign Corporate Bodies (including Overseas Corporate Bodies), Persons of Indian Origin and other Foreign Investors of the Company, shall be subject to the applicable regulations under the Foreign Exchange Management Act, 1999.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized Mr. Ratan Kumar Srivastava, Managing Director of the Company to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary, expedient or incidental in this regard including but without limitation to file any documents with the Securities and Exchange Board of India, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or Concerned Authorities, applying and seeking necessary listing approvals from the Stock Exchange(s), and to settle any question, difficulty or doubt that may arise in regard thereto.”

**6. Appointment of Ms. Varsha Choudhry as an Independent Director**

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

**RESOLVED THAT** Ms. Varsha Choudhry (DIN : 08969362), who was appointed as an additional and independent director, pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approvals and recommendations of the nomination and remuneration committee, and that of the Board, be and is hereby appointed as an independent director, not liable to retire by rotation, for a period up to February 28, 2026.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**7. Appointment of Mr. Varun Sharma as an Independent Director**

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

**RESOLVED THAT** Mr. Varun Sharma (DIN : 09132886), who was appointed as an additional and independent director, pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approvals and recommendations of the nomination and remuneration committee, and that of the Board, be and is hereby appointed as an independent director, not liable to retire by rotation, for a period up to April 25, 2026.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**By order of the Board of Directors  
for Ksolves India Limited**

**Sd/-  
Manisha Kide  
Company Secretary**

**Date: April 26, 2021  
Place: Noida**

## NOTES AND E-VOTING INSTRUCTIONS

1. Explanatory Statement pursuant to Section 102 of the Act relating to Items nos. 4,5,6 & 7 of the Notice of the 7<sup>th</sup> AGM, is annexed hereto. Also, relevant details in respect of Directors seeking re-appointment at the AGM, in terms of Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard – 2 on General Meetings are also annexed to this notice.
2. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member will be provided by CDSL.
4. The Members can join the AGM in 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 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 EGM/AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
7. Since the ensuing Annual General meeting will be conducted through VC/OAVM therefore the route map is not attached in the Notice.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.ksolves.com](http://www.ksolves.com) The Notice can also be accessed from the websites of the Stock Exchange i.e., National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility i.e., [www.evotingindia.com](http://www.evotingindia.com)).
9. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
10. In view of the outbreak of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Annual Report and in line with the said Circulars issued by the MCA and said SEBI Circular, the Annual Report including Notice of the 7<sup>th</sup> AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/ Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled. Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the said Circulars issued by MCA and said SEBI Circular, the

Annual Report including Notice of the 7th AGM of the Company will also be available on the website of the Company at [www.ksloves.com](http://www.ksloves.com). The same can also be accessed from the website of the Stock Exchange i.e. NSE at [www.nseindia.com](http://www.nseindia.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com)

11. Brief Resume of the Director(s) seeking re-appointment, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI (LODR) Regulations, 2015} and Secretarial Standard on General Meeting (SS-2) as amended issued by the Institute of Company Secretaries of India (ICSI) is annexed hereto and forms part of Notice.
12. Members joining the meeting through VC who have not already cast their vote by means of remote e-voting shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
13. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at [cs@ksloves.com](mailto:cs@ksloves.com) on or before May 22, 2021 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
14. Members holding the shares in dematerialized form are requested to notify immediately, the information regarding change of address and bank particulars to their respective Depository Participant.
15. 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 will be available for inspection in electronic mode.
16. The shareholder eligible for Dividend and Bonus on Equity Shares held by them as on record date i.e. Monday, June 07, 2021.
17. The Register of Members and Share Transfer Books of the Company will remain closed from **Sunday, May 23, 2021 to Saturday, May 29, 2021 (both days will be inclusive)**.

#### **VOTING THROUGH ELECTRONIC MEANS:**

18. In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (as amended from time to time) and Regulation 44 of the SEBI Listing Regulations and the said Circulars, the Company is pleased to provide the facility of "e-voting" to its Shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means. The instructions for e-voting are given herein below. The Company has engaged the services of Central Depository Securities Limited ("CDSL"), who will provide the e-voting facility of casting votes to a Shareholder using remote e-voting system (e-voting from a place other than venue of the AGM) ("remote e-voting") as well as e-voting during the proceeding of the AGM ("e-voting at the AGM").  
Further, in accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed **Saturday, May 22, 2021** as the "cut-off date" to determine the eligibility to vote by remote e-voting or e-voting at the AGM.
19. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. **Saturday, May 22, 2021**, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM. Only those Shareholders, who will be present at the AGM through VC/ OAVM facility and who would not have cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.

**20. THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on **May 26, 2021 at 9:00 a.m. (IST). and ends on May 28, 2021 at 5:00 p.m. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of May 22, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on “Shareholders” module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL’s **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first-time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that

company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the **EVSN- 210428001** for the relevant <**KSOLVES INDIA LIMITED**> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- 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 RTA at [harish@bigshareonline.com](mailto:harish@bigshareonline.com) .
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 **Company/RTA email id**.



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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
3. Further shareholders 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/ask questions during the meeting may register themselves as a speaker by sending their request in advance **on or before May 22, 2021** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING 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 shareholders, who are 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 available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders 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.

(xx) **Note for Non- Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [caarpitgupta@hotmail.com](mailto:caarpitgupta@hotmail.com) and to the Company at the email address viz; [cs@ksolves.com](mailto:cs@ksolves.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Rakesh Dalvi (022-23058542/8738).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/8738.

The board of directors has appointed Mr. Arpit Gupta (Membership No. - 421544), Practicing Chartered Accountants, Partner of M/s A Y & Company (Formerly Known as M/s Arpit R Gupta & Company) (404, Forth Floor, ARG Corporate Park, Ajmer Road, Gopalbari Jaipur-302006, Rajasthan, India) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the general meeting will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e- voting in the presence of at least two witnesses not in the employment of the company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any to the chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.ksolves.com](http://www.ksolves.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Stock Exchange.

**Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 and under Secretarial Standards on General Meetings (SS-2)**

**Item No.4**

Your Company has proposal for further issue of bonus shares and consequentially the paid-up capital will increase. Your Company needs to increase the authorized share capital of the Company for the purpose of increasing of the paid-up capital. The capital clause of the Memorandum of Association is required to be altered for increasing of the authorized share capital.

As per Section 61 of the Companies Act, 2013 approval of members is required for increasing the authorized share capital of the company and altering relevant capital clause of the memorandum of association.

The Board of Directors recommends the Ordinary Resolution at Item No. 4 of the accompanying Notice for approval of the Members of the Company.

A copy of the amended Memorandum of Association will be made available for inspection at the request of the members by electronic means.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of this Notice except to the extent of their shareholding held by them in the Company.

**Item No.5**

The Board of Directors in its meeting held on April 26, 2021 considered, approved and recommended an issue of bonus shares in the proportion of (3:1) 3 new equity share of the Company of 10/- each for every 1 existing equity share of the Company of 10/- each held by the Members on the "June 07, 2021, the Record Date" determined by the Board by capitalizing a part of the Securities Premium Account and free reserves of the Company as at March 31, 2021. The bonus shares upon their issue, and allotment will rank pari-passu in all respects with the existing shares including dividend, if any declared.

The Board of Directors recommends the Ordinary Resolution at Item No. 5 of the accompanying Notice for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of this Notice except to the extent of their shareholding held by them in the Company.

**Item No.6**

The Board, based on the recommendation of the nomination and remuneration committee, at its meeting held on January 20, 2021, appointed Ms. Varsha Choudhry as an additional and independent director of the Company with effect from March 01, 2021, pursuant to Section 161 of the Companies Act, 2013. The Company has received from her all-statutory disclosures and declarations.

In the opinion of the Board, she has an extensive and in-depth understanding of business and finance and will bring tremendous value to the Board and to the Company. She fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other laws / regulations for the time being in force, to the extent applicable to the Company. A copy of the draft letter for the appointment of Ms. Varsha Choudhry as an independent director setting out the terms and conditions is available for electronic inspection without any fee by the members.

The resolution seeks the approval of members for the appointment of Ms. Varsha Choudhry as an independent director of the Company up to February 28, 2026 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

As per the provisions of Section 161 of the Act, an additional director appointed by the Board shall hold office up to the date of the ensuing annual general meeting and shall be appointed as a director by the members. The Board, at its meeting held on January 20, 2021, appointed Ms. Varsha Choudhry as an additional and independent director who holds office up to the ensuing AGM. Accordingly, her appointment is placed for the approval of members. In compliance with the General circular number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

The Board of Directors recommends the Ordinary Resolution at Item No. 6 of the accompanying Notice for approval of the Members of the Company.

No director, key managerial personnel or their relatives except Ms. Varsha Choudhry, to whom the resolution relates, is interested in or concerned with the resolution in Item no. 6.

**Brief Profile of Ms. Varsha Choudhry is as mentioned in Annexure-II to this notice.**

#### **Item No.7**

The Board, based on the recommendation of the nomination and remuneration committee, at its meeting held on April 26, 2021, appointed Mr. Varun Sharma as an additional and independent director of the Company with effect from April 27, 2021, pursuant to Section 161 of the Companies Act, 2013. The Company has received from her all-statutory disclosures and declarations.

In the opinion of the Board, he has an extensive and in-depth understanding of business and finance and will bring tremendous value to the Board and to the Company. He fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other laws / regulations for the time being in force, to the extent applicable to the Company. A copy of the draft letter for the appointment of Mr. Varun Sharma as an independent director setting out the terms and conditions is available for electronic inspection without any fee by the members.

The resolution seeks the approval of members for the appointment of Mr. Varun Sharma as an independent director of the Company up to April 25, 2026 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

As per the provisions of Section 161 of the Act, an additional director appointed by the Board shall hold office up to the date of the ensuing annual general meeting and shall be appointed as a director by the members. The Board, at its meeting held on April 26, 2021, appointed Mr. Varun Sharma as an additional and independent director who holds office up to the ensuing AGM. Accordingly, her appointment is placed for the approval of members. In compliance with the General circular number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

The Board of Directors recommends the Ordinary Resolution at Item No. 7 of the accompanying Notice for approval of the Members of the Company.

No director, key managerial personnel or their relatives except Mr. Varun Sharma, to whom the resolution relates, is interested in or concerned with the resolution in Item no. 7.

**Brief profile of Mr. Varun Sharma is as mentioned in Annexure-III to this notice.**

**Annexures to Notice of AGM**

**Annexure-I**

**Additional information on directors recommended for appointment/re-appointment at the Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards.**

<b>Resolution No.</b>	<b>3</b>	<b>5</b>	<b>6</b>
<b>Name of the Director</b>	<b>Ms. Deepali Verma</b>	<b>Ms. Varsha Choudhry</b>	<b>Mr. Varun Sharma</b>
Director Identification Number (DIN)	05329336	08969362	09132886
Age	42	39	40
Date of Appointment at current designation	29 <sup>th</sup> April, 2020	1 <sup>st</sup> March, 2021	27 <sup>th</sup> April, 2021
Qualifications	She holds degree in Master of Commerce	She is the member of The Institute of Chartered Accountants of India (CA)	He is PhD candidate in Finance at London Business School. He also holds a Master in Finance degree from London Business School. He is also a CFA charter holder
Experience (including expertise in specific functional area) / Brief Resume.	She is having experience of 8 years in IT industry. She is involved in the business right from conceptualization stage to execution stage like planning, monitoring the all activities.	Annexure-II	Annexure-III
Terms and conditions of appointment /re-appointment	Whole-time Director, remuneration applicable a per Section 197 of companies Act 2013.	Non-Executive Independent Director not liable to retire by rotation	Non-Executive Independent Director not liable to retire by rotation
Remuneration proposed to be paid	--	Shall be eligible for the following: a) Siting fees for attending meetings of the Board or committee thereof or for any other purpose whatsoever as may be decided by the Board; b) Reimbursement of expenses for participation in the Board and other meetings.	Shall be eligible for the following: a) Siting fees for attending meetings of the Board or committee thereof or for any other purpose whatsoever as may be decided by the Board; b) Reimbursement of expenses for participation in the Board and other meetings.
Names of listed entities in which the person also holds the directorship in other Companies	Nil	Nil	Nil
Chairmanship/ Memberships of Committees in other companies in which position of Director is held	Nil	Nil	Nil
Shareholding in the Company	5,04,000 equity shares	Nil	Nil
Relationship with Other Directors, Manager and other Key Managerial Personnel of the company.	Wife of Mr. Ratan Kumar Srivastava, Managing Director of the Company	Nil	Nil
The number of Meetings of the Board attended/held during the FY 2020-21 i.e, upto 31st March, 2021	13/13	Nil (Appointed at the last Board Meeting for FY 2020-21, held on January 20, 2021)	Nil (Appointed at the first Board Meeting for FY 2021-22, held on April 26, 2021)

**Brief Profile of Ms. Varsha Choudhry**

Ms. Varsha Choudhry, aged 39 years, is a Chartered Accountant, The Member of The Institute of Chartered Accountants of India, she has an experience of more than 12 years in the field of Taxation and Finance. Her earlier positions include Brands and the Companies like Dominos, ITC Group, IHHR Hospitality, Leela Hotel etc.

**Brief Profile of Mr. Varun Sharma**

Mr. Varun Sharma is a finance researcher and Ph.D. finance candidate at London Business School. His research interest relates to financial intermediation, climate finance, and political economy. The unifying theme of his research is to use credible empirical strategies to shape our understanding of how investor heterogeneity and preferences can influence firms' behavior.

His research papers have received various prestigious awards and external grants. These include the Moskowitz Prize for Best Paper in Sustainable and Responsible Investing awarded by the Northwestern University's Kellogg School of Management and the competitive external research grant from Pacific Center for Asset Management at the University of California at San Diego. Most notably, his research has been selected for presentations at prestigious academic conferences such as the NBER, Western Finance Association Meetings, European Finance Association Meetings, SFS Cavalcade North America, and the FIRS meetings. In addition, various media outlets have covered his research.

Before joining LBS, Varun worked as an Associate Director with PwC risk advisory practice in London. He has over 12 years of management consulting experience, focusing on risk management models and practices of Fortune 500 banks and investment management firms.

Mr. Varun Sharma holds a Master in Finance degree from London Business School and MBA degree from IIT Delhi. He is also a CFA and FRM charter holder.