# NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of the Members of **Fidel Softech Limited** will be held on Wednesday the 5th day of August 2026 at 10.00 a.m. (IST) at Sumant Moolgaonkar Auditorium, No. 1(A Wing), Ground Floor, MCCIA Trade Tower, 403-A, Senapati Bapat Rd, Shivajinagar, Pune 411016, Maharashtra, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 and 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 March 31, 2026 and the reports of the Auditors thereon.
3. To declare a final dividend of INR 2.25 per equity shares for the Financial Year ended March 31, 2026.
4. To consider and approve re-appointment of Kirtane & Pandit LLP as Statutory Auditors for the next term of 4 years.

   "RESOLVED THAT pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the audit committee and the Board of Directors of the Company, Kirtane & Pandit LLP Chartered Accountants (ICAI Firm Registration Number 105215W/W100057) be and are hereby reappointed as the Statutory Auditors of the Company for the second term of four consecutive years, who shall hold office from the conclusion of this 21st Annual General Meeting till the conclusion of the 25th Annual General Meeting to be held in the calendar year 2030 at such remuneration as may be determined by the Board of Directors of the Company (including its committees thereof).

   RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

5. To appoint a director, in place of Mr. Sunil Kulkarni (DIN: 00752937), who retires by rotation and being eligible, offers himself reappointment.

**By order of the Board of Directors**
**For Fidel Softech Limited**

**Sneha Ratnaparkhi**
**Company Secretary**
**ICSI Membership No.: A42657**

**Place: Pune**
**Date: April 27, 2026**

**NOTES:**

1. The relevant details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of SS-2 Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment / re-appointment as Director is also annexed.
2. In line with MCA Circulars read with circulars issued by Securities Exchange Board of India (SEBI) vide SEBI/ HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022 (hereinafter referred to as "SEBI Circular for AGM"), the Notice of Twenty First Annual General Meeting (AGM) along with the Annual Report for F.Y 2025-26 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company's Registrar & Share Transfer Agents, Bigshare Services Pvt. Ltd. ("RTA") /Depositories. Hard copies shall be sent to those members who shall request for the same. Members may note that the Notice of the Twenty first AGM along with the Annual Report F.Y 2025-26 is also available for download on the website of the Company at **www.fidelsoftech.com** and on the websites of the Stock Exchanges, i.e. National Stock Exchange Limited (NSE) at **www.nseindia.com** and on the website of NDSL at **www.evoting.nsdl.com**.To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with our Registrar & Share Transfer Agent, M/s. Bigshare Services Private Limited / Depositories.
3. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER.
4. The Proxy form duly completed must reach the Registered Office of the Company not later than forty-eight hours before the time appointed for holding the Meeting.
5. Pursuant to the provisions of Section 105 of the Companies Act, 2013 (the Act), a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
6. Corporate members intending to appoint authorized representative(s) to attend and vote on their behalf at the Twenty first AGM are requested to submit to the Company a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate authorizing their representative(s) to attend and vote by e-mail to cs@fidesoftech.com at least 48 hours before the meeting
7. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
8. Relevant documents / agreements referred to in the accompanying Notice including, Register of Directors / Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Companies Act 2013 and Register of Contracts maintained under Section 189 of the Companies Act 2013 and other relevant registers are open for inspection by the members at the Registered Office of the Company and copies thereof at the Corporate Office of the Company on all working days, except Saturdays, between 11.00.a.m. to 1.00.p.m. upto the date of the Meeting and at the Meeting.
9. Members/ proxies should bring the attendance slips duly filled in for attending the meeting.
10. The Proxies should carry their identity proof i.e. a Pan Card / Aadhaar card / Passport / Driving License for identification purpose
11. This notice is being sent to the shareholders whose name appears in the Register of Members as on 26th June, 2026
12. The Board of Directors at their Meeting held on 27th April 2026, recommended a Dividend @ 2.25 INR only) per Equity Share of INR 10/- each of the Company for the year ended 31st March, 2026 and the same if declared at the Meeting will be paid on or before September 3, 2026 to the Company's Equity Shareholders whose name stand on the Register of Members as beneficial owners at the close of business as on Friday 17th July, 2026 as per the list provided by NSDL & CDSL in respect of shares held in electronic form and as Members in the Register of Members of the Company.
13. Income tax on Dividend will be deducted as per the prescribed rates in the Income Tax Act, 2025 (the IT Act). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at cs@fidelsoftech.com
14. Members are requested to note that the unclaimed dividends will be transferred to the IEPF after the below mentioned last date of claim which has been calculated by adding 37 days and 7 years to the date of declaration:

    Unclaimed as on March, 31 2026

| Dividend and Year | Dividend Per Share (Rs.) | Date of Declaration | Last Date of Claim |
|---|---|---|---|
| Final Dividend 2023 | 0.70 | August 3rd 2023 | September 09, 2030 |
| Final Dividend 2024 | 1.11 | August 6th 2024 | September 12, 2031 |
| Final Dividend 2025 | 2.00 | August 7th 2025 | September 13, 2032 |

15. Pursuant to the provisions of Section 108 of the Act 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, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the nineteenth AGM of the Company in addition to the facility to vote at the Annual General Meeting by Ballot.

16. The Company has appointed National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorised e-voting agency.

17. The remote e-voting period begins on Sunday, August 2, 2026 at 09:00 A.M. and ends on Tuesday, August 4, 2026 at 05:00 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. 29th July, 2026, 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 29th July, 2026.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on Sunday, August 2, 2026 at 9:00 A.M. and ends on Tuesday, August 4th 2026 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. Wednesday, 29th July 2026 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 Wednesday, 29th July 2026.

**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 for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 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. | . . | 1 For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period<br>2 Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. |

| Type of shareholders | | Login Method |
|---|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | . | After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br><br>3 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<br><br>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.<br><br>NSDL Mobile App is available on<br>App Store Google Play |
| Individual Shareholders holding securities in demat mode with CDSL | | 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.<br>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.<br>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.<br>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| **Login type** | **Helpdesk details** |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

**B) Login Method for e-Voting 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<br>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<br>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*** |

1. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user 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.com 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.

**<u>Step 2: Cast your vote electronically on NSDL e-Voting system.</u>**

**<u>How to cast your vote electronically on NSDL e-Voting system?</u>**

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 is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.

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.

**<u>General Guidelines for shareholders</u>**

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 Abhijit Dakhawe abhijit@abhijitdakhawe.com Please mention the e-mail ID of Scrutinizer> with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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 : 022 - 4886 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.com

   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 (Company email id).

   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 (Company email id). 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 for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 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.

**By order of the Board of Directors**
**For Fidel Softech Limited**

**Sneha Ratnaparkhi**
**Company Secretary**
**ICSI Membership No.: A42657**

**Place: Pune**
**Date: April 27, 2026**

## Annexure to the Notice calling Twenty First Annual General

**As required by Section 102 of the Companies Act, 2013 (the "Act"), the following Statement sets out all material facts relating to the business mentioned under Item No. 5 of the accompanying Notice dated 30th April 2025.**

Details of Directors / Auditors seeking Appointment/ Re-appointment as required under Secretarial Standards (SS-2)

**Item No. 4:**

Kirtane & Pandit LLP Chartered Accountants (ICAI Firm Registration Number 105215W/W100057(hereinafter referred to as Auditor) were appointed as statutory auditors of the Company at the 16th Annual General Meeting held on _29th November 2021 to hold office from the conclusion of the said meeting till the conclusion of the 21st Annual General Meeting to be held in the calendar year 2026. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company may appoint or reappoint an audit firm as statutory auditors for not more than two (2) terms of five (5) consecutive years. The Auditors have confirmed their eligibility for the reappointment for a second term of the four years. Based on the recommendations of the audit committee, the Board of Directors, at its meeting held on 27th April 2026 approved the reappointment of Kirtane & Pandit LLP, Chartered Accountant as the statutory auditors of the Company to hold office for a second term of four consecutive years from the conclusion of the ensuing AGM until the conclusion of the 25th AGM to be held in the year 2030 The reappointment is subject to approval of the shareholders of the Company. The proposed remuneration to be paid to Statutory Auditors_ for audit services for the financial year ending March 31, 2027, would be not exceeding 11,00,000/- (Rupees Eleven Lacs only only) plus applicable taxes and out-of-pocket expenses.

Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by its clients, banks, statutory authorities, audit related services and other permissible non audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors on recommendation from the audit committee. The Board of Directors, on recommendation from the audit committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors. Considering the evaluation of the past performance, experience and expertise of Audit and based on the recommendation of the audit committee, the Board proposed to appoint Kirtane and Pandit LLP as statutory auditors of the Company for a second term of four consecutive years till the conclusion of the 25th Annual General Meeting of the Company in terms of the aforesaid provisions. None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution. The Board recommends the passing of this resolution as an Ordinary Resolution as set forth in item no. 4 for the approval of members.

**Item No. 5**

Under the provisions of Section 152 of the Act, at least one-third of the directors who are liable to retire by rotation shall retire at every Annual General Meeting of the Company. Mr. Sunil Kulkarni (DIN:00752937) Director, retires by rotation at this Twenty First AGM, and has offered himself for re-appointment. He is a director of the Company from 2005.

Sunil Kulkarni is Chairman & promoter of Fidel Softech Limited. He is an entrepreneur with a passion for creating new products and markets. He has worked closely with the Japanese and Asian markets to grow Fidel into a mid-size firm with focus on core areas of Lang-tech, IT Services, Enterprise solutions and consulting.

Mr. Sunil Kulkarni (Chairman & Executive Director), Mrs. Prachi Kulkarni (Manging Director) and Mr. Shyamak Kulkarni (Non-Executive Director) are intrested in the said Resolution. Apart from this none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, directly or indirectly.

The Board recommends his re-appointment as a Director, liable to retire by rotation and passing of this resolution as an Ordinary Resolution

**Details as required under SS 2 are as under:**

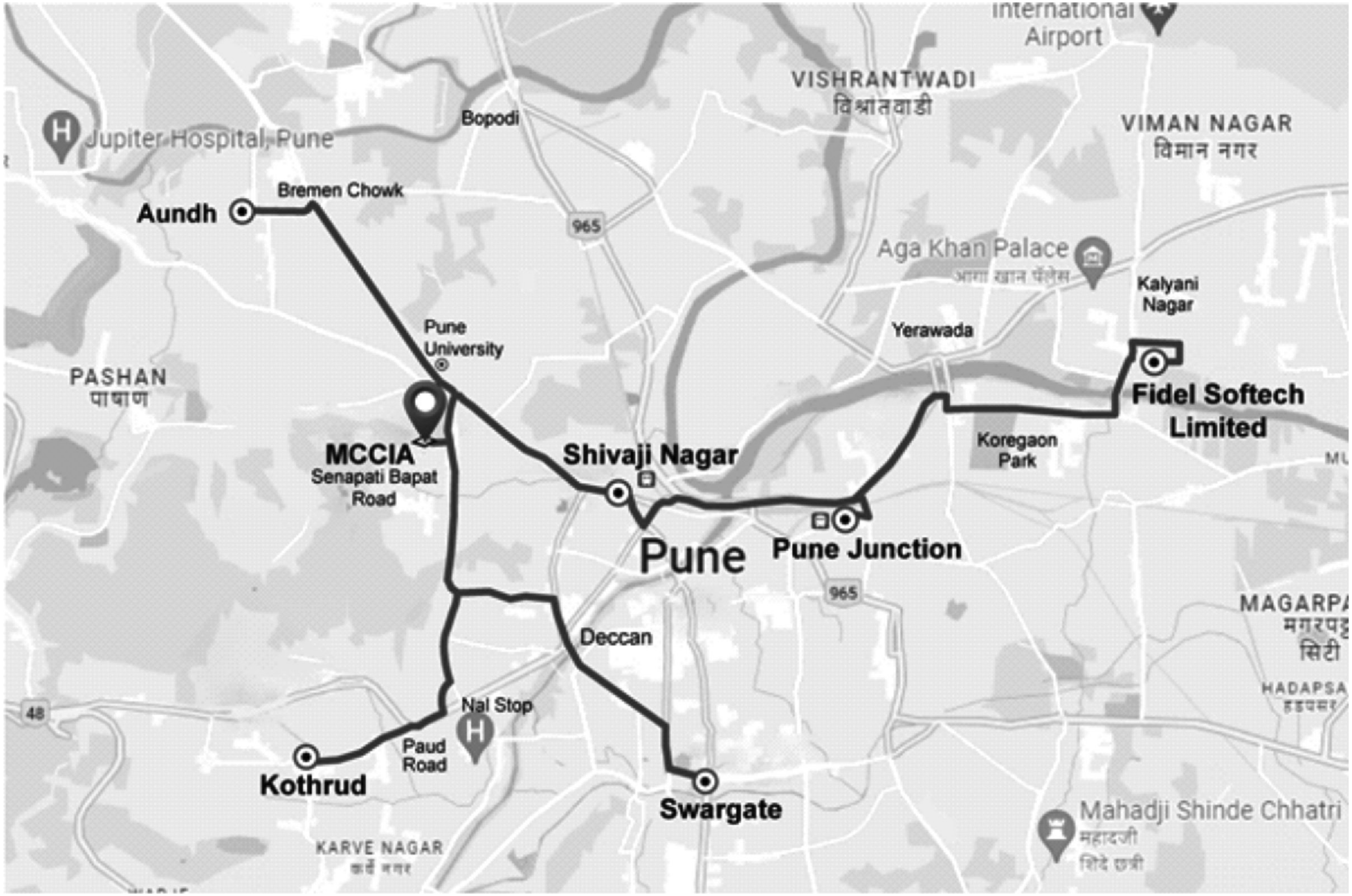
| S. No. | Particulars | Sunil Kulkarni |
|---|---|---|
| 1 | Name | Sunil Sudhakar Kulkarni |
| 2 | DIN | 00752937 |
| 3. | Date of Birth | 19/12/1971 |
| 4 | Nationality | Permanent Residency for Japan, Non-Resident Indian |
| 5 | Age | 55 |
| 6 | Qualification | Bachelor of Mechanical Engineering |
| 7 | Experience | 26 years + |
| 8 | Remuneration last drawn | 36,00,000/- p.a. |
| 9 | Date of first appointment on the Board | August 23, 2005 |
| 10 | Shareholding in the Company | 7637996 Shares |
| 11 | Relationship with other Director, Manager and KMP of the Company | Prachi Kulkarni- Wife<br>Shyamak Kulkarni - Son |
| 12 | Number of Board Meeting attended during the year | 5 |
| 13 | Directorships in other Companies/Body Corporates | 1. LinguaSol Private Limited- Director<br>2. Cooolpro International Private Limited- Director<br>3. Confederation of Interpreting<br>4. Translation and Localization Businesses- Director<br>5. Fidel Technologies KK, Japan<br>6. Fidelsoft INC, USA<br>7. IM Corporation, Japan<br>8. Fidel Consulting KK, Japan |
| 14 | No of Board meetings attended during the financial year | 09 |
| 15 | No of Audit Committee meetings attended during the financial year | 07 |
| 16 | No of Nomination and Remuneration Committee meetings attended during the financial year | NA |
| 17 | No of Stakeholder Relationship Committee meetings attended during the financial year | NA |
| 18 | No of Independent Directors Meeting attended during the financial year | NA |

**By order of the Board of Directors**
**For Fidel Softech Limited**

**Sneha Ratnaparkhi**
**Company Secretary**
**ICSI Membership No.: A42657**

**Place: Pune**
**Date: April 27, 2026**

Map of Venue


International Airport
VISHRANTWADI
विश्रांतवाडी
VIMAN NAGAR
विमान नगर
Bopodi
Jupiter Hospital, Pune
Bremen Chowk
Aundh
965
Aga Khan Palace
आगा खान पॅलेस
Kalyani Nagar
Yerawada
Pune University
PASHAN
पाषाण
Fidel Softech Limited
MCCIA
Senapati Bapat Road
Shivaji Nagar
Koregaon Park
Pune
Pune Junction
965
MAGARPA
सिटी
Deccan
HADAPSA
48
Nal Stop
Paud Road
Kothrud
Swargate
Mahadji Shinde Chhatri
महादजी
शिंदे छत्री
KARVE NAGAR
कर्वे नगर

This page is intentionally kept blank

# FIDEL SOFTECH LIMITED
...LangTech & IT Consulting

**Form No. MGT-11**
**Proxy Form**
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN:** L72200PN2004PLC020061
**Name of the company:** Fidel Softech Limited
**Registered office:** Unit No. 202, 2nd Floor, Marisoft 3, West Wing, Marigold Software IT Park, Vadgaon Sheri, Pune – 411 014.

| | |
|---|---|
| Name of the member (s): | |
| Registered Address: | |
| Email ID: | |
| DP ID, Client ID / Folio No. | |

I/We, being the member (s) of ______________________ shares of the above-named company, hereby appoint:

| | |
|---|---|
| 1. Name:<br>Address:<br>E-mail ID:<br>Signature: or<br>failing him | 2. Name:<br>Address:<br>E-mail ID:<br>Signature: |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the company, to be held on Wednesday, August 5, 2026 at 10.00 a.m. at Sumant Moolgaonkar Auditorium, No. 1 (A Wing), Ground Floor, MCCIA Trade Tower, 403-A, Senapati Bapat Rd, Shivajinagar, Pune, Maharashtra 411016 India, and at any adjournment thereof in respect of such resolutions as are indicated below:

**Ordinary Business:**

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended 31st March, 2026 and 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, 2026 and the reports of the Board of Directors and Auditors thereon.
3. To consider declaration of dividend on Equity Shares.
4. To consider and approve re-appointment of Kirtane & Pandit LLP as Statutory Auditors for the next term of 4 years.
5. To appoint a Director, in place of Mr. Sunil Kulkarni (DIN: 00752937), who retires by rotation and being eligible, offers himself for reappointment.

Signed this _______ day of __________ 2026

Signature of shareholder: ______________________ Signature of Proxy holder(s): ____________________

Affix one Rupee Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

---

## Fidel Softech Limited

Unit No. 202, 2nd Floor, Marisoft 3, West Wing, Marigold Software IT Park,
Vadgaon Sheri, Pune – 411 014, Maharashtra, India

**Attendance Slip**
**21st Annual General Meeting**
5th August 2026

DPID - CLID / L. F. No. : ____________

Mr. /Mrs. / Miss ________________________________________

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the Annual General Meeting of the Company held at Sumant Moolgaonkar Auditorium, No. 1 (A Wing), Ground Floor, MCCIA Trade Tower, 403-A, Senapati Bapat Rd, Shivajinagar, Pune, Maharashtra 411016 India, at 10.00 am (IST) on 5th August, 2026.

Signature of Member/Proxy