

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given to the Shareholders (the "Shareholder" or the "Member") of Fidel Softech Limited ("The Company") that the Extraordinary General Meeting (EOGM) 1-2025-2026 of the Company will be held on April 14, 2025, Monday at 11.00 a.m. through two-way Video Conferencing ('VC') facility / Other Audio Visual Means ('OAVM'). to transact the following business:

SPECIAL BUSINESS:

1. Re-appointment of Mrs. Prachi Kulkarni as Managing Director

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, ("Act"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Articles of Association of the Company, the relevant regulations under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals as may be required, and as recommended by the Nomination and Remuneration Committee of the Board and the Board of Directors, the approval of the members be and is hereby accorded to re-appointment of Mrs. Prachi Kulkarni (DIN 03618459) as Managing Director of the Company for a period of 5 (Five) years with effect from 1st April, 2025 till 31st March, 2030 (both days inclusive), to perform the duties that may be delegated by the Board from time to time, subject to overall supervision and control of the Board of Directors and upon all other terms and conditions as set out in draft agreement to be entered into between the Company and Mrs. Prachi Kulkarni and on the remuneration as set out below:

Salary:

1. Rs. 3,00,000/- (Rupees Three Lacs only) per month as Basic salary.

Perquisites:

In addition to the aforesaid salary, the Managing Director shall be entitled to the following perquisites:

- (a) Fully furnished residential accommodation. Where no accommodation is provided by the Company, House Rent Allowance Suitable Allowance per month in lieu thereof may be paid.
- (b) Allowances as a part of the salary (mentioned above) as per Company rules
- (c) Keyman Insurance Policy of Rs. 10,00,000/-
- (d) Gratuity and Leave Encashment as per the Company Policy eligible for all employees

Perquisites shall be evaluated as per the provisions of the Income Tax Rules.

Commission:

Commission shall be decided by the Board of Directors based on various performance criteria for the Company including the net profits of the Company, for each year subject to the condition that the aggregate remuneration to the Managing Director shall not exceed the limit laid down under section 197 of the Companies Act, 2013 or the provisions of Schedule V of the Companies Act, 2013, whichever is higher.

Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year during the currency of her tenure as Managing Director, the payment of salary, perquisites and other allowances actually paid shall in no event exceed the limit prescribed in Schedule V to the Companies Act, 2013 as may be amended from time to time, as minimum remuneration, subject to other restrictions and provisions for computation of the ceiling on remuneration etc. as may be applicable from time to time.

The Managing Director, so long as she functions as such, shall be a non-retiring Director and shall not be paid any sitting fees for attending meetings of the Board of Directors or Committees thereof.

“RESOLVED FURTHER THAT all terms and conditions of re-appointment of Managing Director and remuneration payable be incorporated in an agreement with Mrs. Prachi Kulkarni - Managing Director and the same be executed by any one director, for and on behalf of the Company.

“RESOLVED FURTHER THAT any one of the director or Chief Financial Officer or Company Secretary be and are hereby severally authorized to file the required e-forms etc. with Registrar of Companies under the applicable provisions of the Companies Act, 2013 and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

“RESOLVED FURTHER THAT Ms. Sneha Ratnaparkhi, Company Secretary or Mrs. Prachi Kulkarni, Managing Director be and is hereby authorized to maintain a copy of the above referred agreement at the Registered Office of the Company and provide a certified copy of this resolution to any authorities as may be required.”

2. Re-appointment of Dr. Girish Desai as Independent Director for Second Term of 2 years

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

“**RESOLVED THAT** that pursuant to the provisions of Sections 149, 150, 152, and 160 read with Schedule IV and Companies (Appointment and Qualifications of Directors) Rules, 2014, the provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“SEBI LODR”) and other applicable laws, including any statutory modification or re-enactment thereof from time to time, Dr. Girish Desai (DIN:08328701) who was appointed as an Independent Director of the Company in the Extra Ordinary General Meeting held on 15th April, 2022 and who hold office until 15th April, 2025 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying intention to propose Dr. Girish Desai for reappointment for the office of Independent Director of the Company and as recommended by the Nomination and Remuneration committee of the Board, approval of the shareholders be and is hereby accorded to re-appoint Dr. Girish Desai as an Independent Director of the Company, not liable to retire by rotation, to hold office for second term of Two consecutive years up to 14th April, 2027.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197, Schedule V read with Companies (Appointment and Qualifications of Directors) Rules, 2014 made thereunder (including any statutory modification or re-enactment thereof from time to time) Dr. Girish Desai be paid such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and Board of Directors may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT Dr. Girish Desai shall not be considered as a director liable to retire by rotation in terms of Section 152 of the Companies Act, 2013 unless he is disqualified to act as an Independent Director of the Company before the expiry of the term of 2 years as per the provisions contained in Sections 149 and 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company including any Committee thereof be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as may be deemed necessary, file requisite forms or applications with statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise, in this regard, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things and take such steps and actions as may be considered necessary, and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Company Secretary of the Company, to give effect and to implement this Resolution.”

3. Re-appointment of Mr. Pradeep Dharane as Independent Director for Second Term of 2 years

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

“RESOLVED THAT that pursuant to the provisions of Sections 149, 150, 152, and 160 read with Schedule IV and Companies (Appointment and Qualifications of Directors) Rules, 2014, the provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“SEBI LODR”) and other applicable laws, including any statutory modification or re-enactment thereof from time to time, Mr. Pradeep Dharane (DIN: 02313403) who was appointed as an Independent Director of the Company in the Extra Ordinary General Meeting held on 15th April, 2022 and who hold office until 15th April, 2025 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying intention to propose Mr. Pradeep Dharane for reappointment for the office of Independent Director of the Company and as recommended by the Nomination and Remuneration committee of the Board, approval of the shareholders be and is hereby accorded to re-appoint Mr. Pradeep Dharane as an Independent Director of the Company, not liable to retire by rotation, to hold office for second term of Two consecutive years up to 14th April, 2027.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 read with Schedule V Companies (Appointment and Qualifications of Directors) Rules, 2014 made thereunder (including any statutory modification or re-enactment thereof from time to time) Mr. Pradeep Dharane be paid such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and Board of Directors may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT Mr. Pradeep Dharane shall not be considered as a director liable to retire by rotation in terms of Section 152 of the Companies Act, 2013 unless he is disqualified to act as an Independent Director of the Company before the expiry of the term of 2 years as per the provisions contained in Sections 149 and 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company including any Committee thereof be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as may be deemed necessary, file requisite forms or applications with statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise, in this regard, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things and take such steps and actions as may be considered necessary, and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Company Secretary of the Company, to give effect and to implement this Resolution.”

Date: 15th March, 2025

Place: Pune

For and on behalf of Board of Directors

Fidel Softech Limited

Sneha Ratnaparkhi
Company Secretary
M. No: A42657

Notes :

1. 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, No.17/2020 dated April 13, 2020 and No. 20/2020 dated May 05, 2020, No. 02/2021 dated 13th January 2021, No. 21/2021 dated 14th December 2021, No. 02/2022 dated 5th

May, 2022, No. 10/2022 dated 28th December, 2022 further extended relaxation vide Circular No. 09/2023 dated 25th September, 2023 ('MCA Circulars') and in terms of The Securities and Exchange Board of India ('SEBI') in continuation to its previous No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 further extended the relaxation vide Circular SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023 ('SEBI Circulars'), and in compliance with the provisions of the Act and with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

2. 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 the Circulars issued by the Ministry of Corporate Affairs 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 EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the EGM/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 EGM/AGM through VC/OAVM will be made available for 1000 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 EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at <https://www.fidelfosotech.com/other-disclosures/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM/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 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. Since the EGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, 11th April, 2025 at 9:00A.M. and ends on Sunday 13th April 2025 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. 8th April

2025 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 8th April 2025.

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

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





Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated 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. | <ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider 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 or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting. |

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| | <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 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. 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 or joining virtual meeting & voting during the meeting. 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. 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. 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. |

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|---|---|
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>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 or joining virtual meeting & voting during the meeting.</p> |
|---|---|

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 and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to abhijit@abhijitdakhawe.com 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 (cs@fidelsoftech.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (cs@fidelsoftech.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.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.

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

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

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (cs@fidelsoftech.com). The same will be replied by the company suitably.
6. Registration of Speaker related point needs to be added by company.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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. 1, 2 and 3 of the accompanying Notice dated 15th March, 2025.

Item No. 1 – Re-appointment of Mrs. Prachi Kulkarni (DIN: 03618459) as a Managing Director of the Company for a period of 5 years with effect from 1st April 2025

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Mrs. Prachi Kulkarni was appointed as Managing Director of the Company by the shareholders by way of passing Special Resolution in their meeting held on 15th April 2022 for period not exceeding 3 years w.e.f April 15th April 2022 upto March 31, 2025.

Based on recommendation of Nomination and Remuneration committee, the Board of Directors, in its meeting held on 15th March 2025 proposed the re-appointment of Mrs. Prachi Kulkarni as a Managing Director for the term of 5 (Five) years from 1st April 2025 to 31st March, 2030 (both days inclusive) not liable to retire by rotation, for the approval of the members by way of Ordinary Resolution.

The Board of Directors and the Nomination and Remuneration Committee have evaluated the performance and contributions of Mrs. Prachi Kulkarni during the previous term. She has exhibited exemplary leadership skills, strategic vision, and operational acumen in managing the company’s affairs. The Board is confident that her continued leadership will be instrumental in driving the company towards achieving its long-term goals and maximizing shareholder value.

Further, the Board at its meeting held on 15th March, 2025, approved the terms and conditions of re-appointment of Mrs. Prachi Kulkarni as mentioned in the draft resolution, which are as under:

| Sr. No | Particulars | Description |
|--------|-----------------------------|---|
| 1 | Basic Salary | Rs. 3,00,000/- Per month |
| 2 | House Rent Allowance | Fully furnished residential accommodation. Where no accommodation is provided by the Company, House Rent Allowance Suitable Allowance per month in lieu thereof may be paid |
| 3 | Other Allowances | -- |
| 4 | Medical Benefits | -- |
| 5 | Other Benefits | -- |
| 6 | Car Perquisite | -- |
| 7 | Provident Fund Contribution | As per statutory requirement |

| | | |
|----|-----------------------------------|---|
| 8 | Gratuity | As per company policy eligible for all employee |
| 9 | Club Fees | -- |
| 10 | Earned Leave and Leave Encashment | As per company policy eligible for all employee |
| 11 | Commission | Power to Board to decide Commission based on Net profits subject to limit specified under section 197 of the Act read with Schedule V |

Perquisites shall be valued as per the provisions of the Income Tax Rules.

Mrs. Prachi Kulkarni is not disqualified from being re-appointed as a Managing Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company. In the opinion of the Board, he fulfils the conditions for the said re-appointment as prescribed under the relevant provisions of the Companies Act, 2013 and the relevant Rules made thereunder and the SEBI Listing Regulations.

Disclosures as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards 2 -General Meetings are given below:

| | |
|--|--|
| Name of The Director | Prachi Kulkarni |
| DIN | 03618459 |
| Date of Birth/ Age | 30/01/1976 -49 years |
| Date of First Appointment on the Board | 05/11/2011 |
| Date of previous reappointment by shareholders | 15/04/2022 |
| Qualification | Bachelor of Engineer (Computer Science) |
| Experience | 22 years |
| Shareholding pattern | 17.50% |
| Shareholding in the Company of the spouse and immediate relative of the Director | 72.97% |
| Number of Board Meeting attended during the year | 7 |
| Chairman/Member of the Committee of the Board of Directors of the Company | Audit Committee – Member Corporate Social Responsibility Committee – Chairman Stakeholder Relationship Committee - Member |
| List of Directorship Held | LinguaSol Private Limited Coolpro International Private Limited |
| Chairman/Member of the Committee of Directors of other Public Limited Companies in which she is Director | NA |
| Details of Last drawn remuneration | Rs. 3,00,000/- Per Month |
| Terms and Conditions of appointment or re- | Managing Director, for a tenure of 5 (five) years from 1 st April, 2025 to 31 st March, 2030 |
| Brief Profile | Prachi Kulkarni is an IT professional with 20+ years of experience & capital markets background. She worked in Japan for 10+ years (1999-2011) & since 2012 working in India (Pune). She is expert in FinTech handling FIX technology based IT solutions. She is considered authority in FIX and consulting and training FinTech trading firms about implementing solutions. She serves as a director on Fidel Softech Ltd. a leading LangTech firm with IT and localization services. |

A copy of the contract of employment/ service setting out the terms of re-appointment including payment of remuneration, proposed to be entered into with Mrs. Prachi Kulkarni will be available for inspection on request without payment of fee.

Except Mrs. Prachi Kulkarni, Mr. Suni Kulkarni and Mr. Shamak Kulkarni, none of the other Directors or Key Managerial Personnel of the Company or their relatives, are, directly or indirectly, concerned or interested, financially or otherwise, in the resolution set out in this Notice.

The Board of Directors recommend the resolution regarding re-appointment of Mrs. Prachi Kulkarni as Managing Director of the Company for consideration and approval of the Members of the Company by way of an Ordinary Resolution.

Item No. 2 – Re-appointment of Dr. Girish Desai (DIN: 08328701) for second term as an Independent Director.

Dr. Girish Desai (DIN: 08328701) is currently an Independent Director of the company. Mr. Girish Desai was appointed as Independent Director of the Company by the members in the Extra Ordinary General Meeting (EOGM) held on 15th April, 2022 to hold office for term of 3 years with effect from 15th April 2022 to 15th April 2025 and is eligible for re-appointment for a second term on the Board of the Company.

Based on recommendation of Nomination and remuneration committee, the Board of Directors, in its meeting held on 15th March 2025 proposed the re-appointment of Mr. Girish Desai as an Independent Director for the term of 2 (two) years from 15th April 2025 to 14th April 2027 (both days inclusive) not liable to retire by rotation, for the approval of the members by way of Special Resolution.

Dr. Girish Desai is the Executive Director of the Pimpri Chinchwad Education Trust (PCET) and the Nutan Maharashtra Vidya Prasarak Mandal (NMVPM). In the year 2000, he joined the Pimpri Chinchwad Education Trust (PCET). Prior to that, he spent few years in the industry, working in sales and business development, manufacturing, and other areas in various SMEs.

He successfully led an educational institution with multiple streams, 10,000+ students, and 1,000 Teaching and Non-Teaching staff as Executive Director, Secretary, and Advisor.

His interests in education led him into the field of education, and he has taken the colleges to new heights by adding various streams such as B. Tech, M. Tech, MBA, PGDM, B. Arch., and PhD to its coursework. He emphasizes skill-based education and is interested in industry-education institute collaboration.

He is also administrating as an ADVISOR to Shahajirao Patil Vikas Pratishthan (SPVP), Indapur Pune. He is also working as Secretary to Shankarao Patil Charitable Trust (SPCT), Pune. Dr. Desai is B.E (Mechanical), M.E (Mechanical CAD/CAM) and Ph.D in Mechanical Engineering.

The Nomination and Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Dr. Girish Desai qualification and expertise meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

A Notice has been received from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Dr, Girish Desai as a candidate for the office of Director. Company has received a declaration from Dr. Girish Desai that he continues to meet criteria of Independence as prescribed under section 149(6) of the Act, read with rules, framed thereunder and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (LODR).

Dr. Girish Desai has confirmed that he has declared that he is not debarred from accessing capital markets and/or restrained from holding any position/office of director in a Company pursuant to order of SEBI or any other such authority.

Further, , appointment of Dr. Girish Desai as an Independent Director for second term requires approval of Members of the Company by passing a special resolution. Accordingly, the Board of Directors recommend the resolution regarding re-appointment of Mr. Girish Desai as Independent Director of the Company for consideration and approval of the Members of the Company by way of Special Resolution. Dr. Girish Desai will be entitled to receive sitting fees and commission in the same manner as any other independent director is entitled to. The terms and conditions of appointment are given more elaborately in the appointment letter of Independent Directors displayed on the website of the Company at (<https://www.kpit.com/investor-gov/>).

Disclosures as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards 2 -General Meetings are given below:

| | |
|--|---|
| Name of The Director | Dr. Girish Desai |
| DIN | 08328701 |
| Date of Birth/ Age | 20/03/1972 – 53 years |
| Date of First Appointment on the Board | 15 th April, 2022 |
| Date of previous reappointment by shareholders | 15 th April, 2022 |
| Qualification | BE mechanical and PhD |
| Experience | 32 |
| Shareholding pattern | NA |
| Shareholding in the Company of the spouse and immediate relative of the Director | NA |
| Number of Board Meeting attended during the year | 7 |
| Chairman/Member of the Committee of the Board of Directors of the Company | NA |
| List of Directorship Held | Masterdesk Utopian Network Private Limited - Director PCCOE Center For Innovation Incubation & Linkages Forum – Director |
| Chairman/Member of the Committee of Directors of other Public Limited Companies in which she is Director | NA |
| Details of Last drawn remuneration | NA |
| Terms and Conditions of appointment or re- appointment | Re-appointment for second term of 2 years from 15 th April 2025 to 14 th April 2027. |
| Brief Profile | Mentioned in Explanatory statement Paragraph |

Dr. Girish Desai is not related to any other director or key managerial personnel of the Company or relatives of Directors or key managerial personnel.

Except Dr. Girish Desai, none of the other Directors or Key Managerial Personnel of the Company or their relatives, are, directly or indirectly, concerned or interested, financially or otherwise, in the resolution set out in this Notice.

Item No. 3 – Re-appointment of Mr. Pradeep Dharane (DIN: 02313403) as an Independent Director for Second Term

Mr. Pradeep Dharane (DIN: 02313403) is currently an Independent Director of the company. Mr. Pradeep Dharane was appointed as Independent Director of the Company by the members in the Extra Ordinary General Meeting (EOGM) held on 15th April, 2022 to hold office for term of 3 years with effect from 15th April 2022 to 14th April 2025 and is eligible for re-appointment for a second term on the Board of the Company.

Based on recommendation of Nomination and remuneration committee, the Board of Directors, in its meeting held on 15th March 2025 proposed the re-appointment of Mr. Pradeep Dharane as an Independent Director for the term of 2 (two) years from 15th April 2025 to 14th April 2027 (both days inclusive) not liable to retire by rotation, for the approval of the members by way of Special Resolution.

Mr. Pradeep Dharane is a global leader in semiconductor industry with over 30 years deep experience in the field of CPU /SoC Silicon development and has held several senior management positions with leading Silicon design companies. Focused on building strong teams and grooming leaders who can deliver on the global stage. Incepted, developed, strategized, and grew multiple semiconductor design centers for MNCs from scratch- start-up phase to the mature phase in India.

Specialties: Proven track record in setting up, growing and operationalizing business & organization – Large Multinationals as well as Start-ups. Widespread functional competences in Organizational Strategy & Deployment, Business Development, Product Strategy, Product R&D, and Organizational Development.

Pradeep was a member of the Executive council during 2011-13 of IESA, The India Electronics and Semiconductor Association (IESA) and Executive council during 2014-2016 of SEAP, Software Exporter’s Association of Pune (SEAP) foster a vibrant ecosystem in Pune.

The Nomination and Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Pradeep Dharane’s qualification and expertise meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

A Notice has been received from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Pradeep Dharane as a candidate for the office of Director. Company has received a declaration from Mr. Pradeep Dharane that he continues to meet criteria of Independence as prescribed under section 149(6) of the Act, read with rules, framed thereunder and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations , 2015 (LODR).

Mr. Pradeep Dharane has confirmed that he has declared that he is not debarred from accessing capital markets and/or restrained from holding any position/office of director in a Company pursuant to order of SEBI or any other such authority.

Further, appointment of Mr. Pradeep Dharane as an Independent Director requires approval of Members of the Company by passing a special resolution. Accordingly, the Board of Directors recommend the resolution regarding re-appointment of Mr. Pradeep Dharane as Independent Director of the Company for consideration and approval of the Members of the Company by way of Special Resolution. Mr. Pradeep Dharane will be entitled to receive sitting fees and commission in the same manner as any other independent director is entitled to. The terms and conditions of appointment are given more elaborately in the appointment letter of Independent Directors displayed on the website of the Company at (<https://www.kpit.com/investor-gov/>).

Disclosures as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards 2 -General Meetings are given below:

| | |
|--|------------------------------|
| Name of The Director | Mr. Pradeep Dharane |
| DIN | 02313403 |
| Date of Birth/ Age | 20/06/1965 -59 years |
| Date of First Appointment on the Board | 15 th April, 2022 |
| Date of previous reappointment by shareholders | 15 th April, 2022 |
| Qualification | M Tech. (Electronics) |
| Experience | 32 |
| Shareholding pattern | NA |
| Shareholding in the Company of the spouse and immediate relative of the Director | NA |

| | |
|--|--|
| Number of Board Meeting attended during the year | 5 |
| Chairman/Member of the Committee of the Board of Directors of the Company | NA |
| List of Directorship Held | Blue Sage Communications India Private Limited -Director Smisystems India Private Limited - Director |
| Chairman/Member of the Committee of Directors of other Public Limited Companies in which she is Director | NA |
| Details of Last drawn remuneration | NA |
| Terms and Conditions of appointment or re-appointment | Re-appointment for second term of 2 years from 15 th April 2025 to 14 th April 2027. |
| Brief Profile | Mentioned in Explanatory statement Paragraph |

Mr. Pradeep Dharane is not related to any other director or key managerial personnel of the Company or relatives of Directors or key managerial personnel.

Except Mr. Pradeep Dharane, none of the other Directors or Key Managerial Personnel of the Company or their relatives, are, directly or indirectly, concerned or interested, financially or otherwise, in the resolution set out in this Notice

On behalf of the Board for Fidel Softech Limited

Sd/-

Sneha Ratnaparkhi
Company Secretary Membership
No : A42657

Place: Pune
Date: 15th March 2025