

EXTRACT OF THE RESOLUTION [ALONG WITH THE EXPLANATORY STATEMENT] PASSED BY THE SHAREHOLDERS OF THE COMPANY AT THE 23RD ANNUAL GENERAL MEETING HELD ON FRIDAY, THE 29TH DAY OF SEPTEMBER 2023 AT 11 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 1-B, HOOTAGALLI INDUSTRIAL AREA, MYSORE 570018 AND THAT IT HAS BEEN ENTERED IN THE USUAL COURSE OF BUSINESS IN THE APPROPRIATE MINUTES BOOK OF THE COMPANY AND SIGNED THEREIN BY THE CHAIRMAN OF THE MEETING/COMPANY AND IS IN ACCORDANCE WITH THE MEMORANDUM & ARTICLES OF ASSOCIATION OF THE COMPANY

RE-APPOINTMENT SHRI. D SUDHANVA [DIN:00423641] AS MANAGING DIRECTOR OF THE COMPANY

Proposed by :: Prof. M H Dhananjaya

Seconded by :: Lajwanti Sudhanva

The following Resolution was passed as an Special Resolution:

*“**RESOLVED THAT** in accordance with the provisions of Section 196 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 to the extend applicable (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Shri. D Sudhanva (DIN:00423641) as Managing Director of the Company, for a period of 5 (five) years with effect from June 18, 2024, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Shri. D Sudhanva, subject requisite rules or any statutory modification(s) or re-enactment thereof;*

***RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”*

Explanatory Statement

(Pursuant to section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statements sets out all material facts relating to the business mentioned under Item No.5 of the accompanying Notice:

Item Nos.6

The Companies Act, 2013 provides for appointment of Managing Director, Whole time Director. Sub Section (2) of Section 196 of the Companies Act, 2013 (effective April 01, 2014) provides that no Company shall appoint or re-appoint any person as its Managing Director or Whole time Director for a term exceeding five years at time.

Shri. D Sudhanva was earlier appointed as Managing Director at the Extra-Ordinary General Meeting held on 3rd June 2019 for a period of 5years w.e.f June 19th, 2019. Since his tenure shall expire in coming June, board proposes for his re-appointment at the ensuing Annual General Meeting.

Therefore, as per the changes under the Companies Act, 2013 ('Act'), the Board of Directors of the Company (the 'Board') at its meeting held on September 02, 2023 has re-appointed Shri. D Sudhanva, as Managing Director, for a period of 5 (five) years with effect from 18 June 2024. Mr. Sudhanva Dhananjaya was appointed as the Managing Director of the at the Extraordinary General Meeting held on 3rd June 2019 for the period of 5years with effect from June 19th, 2019. Since the re-appointment is due at the ensuing Annual General Meeting, directors propose his re-appointment for their approval.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Shri. D Sudhanva as Managing Director in terms of the applicable provisions of the Act.

Broad particulars of the remuneration payable to Shri. D Sudhanva [Extracts of the Board resolutions dated 02-September-2023] are available on request.

Further, Schedule V and section 197 of the Act is duly exempted for private limited companies vide 2015 notification.

Shri. D Sudhanva is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Shri. D Sudhanva is interested in the resolutions set out respectively at Item No.5 which pertain to their respective re-appointments and remuneration payable to him.

The relatives of Shri. D Sudhanva may be deemed to be interested in the resolutions set out respectively at Item No.5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions other than Lajwanti Sudhanva.

The Board commends the Special Resolution set out at Item No.5 of the Notice for approval by the shareholders.

CERTIFIED TRUE COPY

for **Excelsoft Technologies Private Limited,**

LAJWANTI SUDHANVA Digitally signed by
LAJWANTI SUDHANVA
Date: 2023.12.01 17:51:08
+05'30'

LAJWANTI SUDHANVA

Director

DIN: 02213738

EXTRACTS OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF EXCELSTOFT TECHNOLOGIES PRIVATE LIMITED HELD ON THURSDAY, THE 01ST DAY OF FEBRUARY 2024 AT 11.00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT 1-B, HOOTAGALLI INDUSTRIAL AREA, MYSORE – 570 018, INDIA

TO APPOINT CHAIRMAN OF THE COMPANY

The Board decided and requested Mr. Sudhanva Dhananjaya to be the Chairman of the Company and Board of Directors and also proceed as Chairman at the General Meetings.

The Board, after due consideration, adopted / passed the following Resolutions:

“RESOLVED THAT pursuant to applicable article of Articles of Association of the Company, Mr. Sudhanva Dhananjaya, Director of the Company be & is hereby appointed as a Chairman of the Company and Board of Directors with effect from 08-Jan-2024 and shall preside as Chairman at all General Meeting(s) of the members of the Company, he shall hold office during his lifetime or till he voluntarily resigns.”

“RESOLVED FURTHER THAT any Director of the Company be and hereby authorised to file necessary forms with ROC and do all such acts, deeds, things etc to give effect to the said resolution.”

**CERTIFIED TRUE COPY
for EXCELSTOFT TECHNOLOGIES PRIVATE LIMITED**



Sudhanva Dhananjaya
Managing Director
DIN – 00423641



Shruthi Sudhanva
Director
DIN – 06426159

Continued to next page...

I/we confirm and certify that the foregoing resolution has been duly entered at Sl. No. 11 in the Minutes Book of the Company in accordance with the provisions of section 193 of the Companies Act, 1956 or Section 118 of the Companies Act, 2013.

for EXCELSOFT TECHNOLOGIES PRIVATE LIMITED



Sudhanva Dhananjaya
Managing Director
DIN – 00423641

Place: Mysuru
Date: 01-Feb-2024

Bangalore

GINSERV Campus, 2nd floor
No.1, HAL 3rd Stage
Behind Hotel Leela Palace
Kodihalli, Bangalore-560 008, India
T: +91-9342502750

Hyderabad

MJR Arcade, 5th Floor
Plot No: 1000, Gurukul Society
Khanamet, Madhapur
Hyderabad-500 081, India
T: +91-40-30483382

NOIDA

C-125, Sector 65, NOIDA-201 301, India
C-65, Sector 65, NOIDA-201 301, India
T: +91-120-4593020 / 21
F: +91-120-4593021

CIN: U72900KA2000PTC027256

info@excelindia.com
www.excelindia.com