

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF EXCELSOFT TECHNOLOGIES LIMITED HELD ON WEDNESDAY, 30TH OCTOBER 2024 AT 11.00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT 1-B, HOOTAGALLI INDUSTRIAL AREA, MYSORE – 570018, KARNATAKA, INDIA

TO APPROVE THE APPOINTMENT OF WHOLE TIME DIRECTOR

“RESOLVED THAT pursuant to Sections 196, 203 and other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, approval of the Board be and is hereby accorded for the appointment of Mrs. Shruthi Sudhanva as Whole Time Director of the Company for a period of 5 years from 1st November 2024, on the remuneration and on such terms and conditions as set out below with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mrs. Shruthi Sudhanva.”

- i. Salary at the rate of Rs.36,00,000 (Rupees thirty-six lakhs only) per annum w.e.f 1st November 2024, which may be reviewed by the Board.
- ii. The company shall provide the rent-free furnished accommodation and will pay electricity and water charges.
- iii. The Whole Time Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including salary of the driver to be borne by the Company.
- iv. The Whole Time Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the company may establish from time to time.
- v. Reimbursement of medical and hospitalization expenses of the Whole Time Director and her family in accordance with the Company policy.
- vi. Leave Travel Allowance for the Whole Time Director and her family once in a year in accordance with the Company policy.
- vii. Bonus for the financial year, at the discretion of the board.
- viii. Reimbursement of expenses incurred by her on account of business of the Company in accordance with the Company policy.
- ix. Reimbursement of any other expenses properly incurred by her in accordance with the rules and policies of the Company.
- x. The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.

“RESOLVED FURTHER THAT *Mr. Sudhanva Dhananjaya, Chairman and Managing Director or Mrs. Shruthi Sudhanva, Director or Mr. Venkatesh Dayananda, Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, things, matters required and settle all doubts, difficulties that may arise from time to time while giving effect to this Resolution, including filing of relevant applicable forms along with necessary Attachments with the Registrar of Companies, Karnataka.”.*

**CERTIFIED TRUE COPY
for EXCELSOFT TECHNOLOGIES LIMITED**



Venkatesh Dayananda
Company Secretary

Date: 30-Oct -2024

Place: Mysore