

Date: September 06, 2022

To BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai-400 001 Scrip Code: 543281	To National Stock Exchange of India Ltd. Plot No. C1, Exchange Plaza G Block, Bandra Kurla Complex Bandra (East), Mumbai - 400 051 Symbol: SUVIDHAA
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Dear Sir/Madam,

Sub.: Notice and Book Closure intimation for 15th Annual General Meeting of the Company
Ref: Applicable Regulation of SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015

Please be informed that the 15th Annual General Meeting (“AGM”) is being convened on Wednesday, September 28, 2022 at 11:30 AM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) by using NSDL e-voting and VC Platform. A copy of Annual Report along with the notice of Annual general Meeting has been sent through electronic mode to the Members today. Notice of AGM is enclosed for your perusal.

Notice of the AGM and Annual Report for the financial year 2021-22 are available on the website of the Company i.e., www.suvidhaa.com

Link to which is <https://www.suvidhaa.com/annual-report.html>

Pursuant to provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015, **the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 22, 2022 to Wednesday, September 28, 2022 (both days inclusive)** for taking record of the Members of the Company for the purpose of AGM for the Financial Year ended March 31, 2022.

We would also like to inform that in view of relevant MCA Circular(s) and SEBI Circular(s), Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Company has sent Annual Report along with AGM Notice through email only to those Shareholders of the Company, whose names appear in the Benpos dated September 02, 2022.

Kindly take the same on record.

Thanking You.

For Suvidhaa Infoserve Limited

Harish Chalam
Company Secretary & Compliance Officer
Membership No.: A61487

Place: Mumbai



Suvidhaa Infoserve Limited
(Formerly known as Suvidhaa Infoserve Pvt. Ltd.)

CIN No. L72900GJ2007PLC109642 | GSTIN. 27AAKCS9448K1ZJ

Registered Office: Unit No 02, 28th Floor, GIFT-II Building, Block No. 56, Road-5C, Zone-5, Gift City, Gandhinagar - 382355 Gujarat, India

Corporate Office : 14, Olympus Industrial Estate, Off Mahakali Caves Road, Andheri (East), Mumbai - 400 093. Maharashtra, India

Tel.: + 91 9223 225 225 • Email : enquiry@suvidhaa.com • URL: www.suvidhaa.com

NOTICE

NOTICE is hereby given that the **Fifteenth (15th)** Annual General Meeting (**AGM**) of the members of **Suvidhaa Infoserve Limited ('the Company/Suvidhaa')** will be held on **Wednesday, September 28, 2022 at 11:30 A.M., through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon and in this regard, to pass the following resolutions as **Ordinary Resolutions:-**

(a) **"RESOLVED THAT** the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."

(b) **"RESOLVED THAT** the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2022 and the reports of the Auditors thereon be and are hereby considered and adopted."

2. To appoint Mr. Tanuj Rajde (DIN: 09066867), who retires by rotation **and being eligible, offers himself for re-appointment**, as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Tanuj Rajde (DIN: 09066867) who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. To re-appoint Mr. Prashant Thakar (DIN: 03179115) as an Executive Director of the Company and to approve his remuneration:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the Company hereby approves re-appointment of Mr. Prashant Thakar (DIN: 03179115) as a Whole Time Director designated as Executive Director of the Company for a period of 3 (three) years effective from March 11, 2023 at such remuneration and on the terms and conditions, as per the Explanatory Statement attached to this notice, with liberty to the Board of Directors to vary, amend and/or revise the remuneration within the maximum ceiling and the terms and conditions of the re-appointment in accordance with the provisions of the Act, and as may be agreed to between the Board of Directors and Mr. Prashant Thakar"

"RESOLVED FURTHER THAT during the tenure of the appointment as an Executive Director, Mr. Prashant Thakar shall not be liable to retire by rotation."

4. To approve the remuneration payable to Mr. Prashant Thakar (DIN: 03179115) as an Executive Director and Chief Financial Officer ("CFO") of the Company for the year ending March 31, 2023:

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

RESOLVED THAT in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and in furtherance of the Ordinary resolution passed in the Annual General Meeting held on September 28, 2018 ("12th AGM") and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for payment of remuneration to Mr. Prashant Thakar (DIN 03179115), Executive Director & CFO, as set out in the Explanatory Statement, for the period April 01, 2022 to March 31, 2023, notwithstanding that such remuneration may exceed 5% (five percent) being the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits arising out of the COVID impact, calculated in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits arising out of the COVID impact during this financial year, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Executive Director.

RESOLVED FURTHER THAT the total managerial remuneration payable to the executive director(s) of the Company shall exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

RESOLVED FURTHER THAT the Board (which will include its committee thereof) be and is hereby authorized to vary and /or revise the remuneration of Mr. Prashant Thakar within limits as set out in the Explanatory Statement of this Resolution, permissible as per the provisions of the Act, and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.

**By Order of the Board of Directors
For Suvidhaa Infoserve Limited**

**sd/-
Harish Chalam
Company Secretary and Compliance Officer
Membership No. A61487**

**Place : Mumbai
Date : August 12, 2022**

Registered Office:

Unit No 02, 28th Floor, GIFT-II Building
Block No. 56, Road-5C, Zone-5
Gift City, Gandhi nagar, Gujarat- 382355

Corporate Office:

14, Olympus Industrial Estate,
Off. Mahakali Caves Road, Andheri (E)
Mumbai, Maharashtra - 400093

CIN: L72900GJ2007PLC109642

Website: www.Suvidhaa.com

E-mail: cs@suvidhaa.com

NOTES:

1. In view of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and May 05, 2022 respectively and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with the SEBI Circulars numbered SEBI/HO/CFD/ CM01/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) may be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM.
2. National Securities Depository Limited ("NSDL") will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at end of the notice and is also available on the website of the Company at www.suvidhaa.com under investor relations Tab.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and therefore the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Participation of members through VC/ OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act"). Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at cs@suvidhaa.com
5. The Circular dated 12th May, 2020 issued by SEBI states that copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
6. The Members may join the 15th AGM through VC/ OAVM Facility by following the procedure mentioned herein below in the Notice which shall be kept open for the Members from 11:15 A.M. IST i.e. 15 (fifteen) minutes before the time scheduled to start the 15th AGM. Members may note that the VC/ OAVM Facility, allows participation of at least 1,000 Members on a 'first come first served' basis. The large Shareholders (i.e. shareholders holding 2% or more), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors etc. can attend the 15th AGM without any restriction on account of 'first come first served' basis.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. Wednesday, September 21, 2022.
8. Since the 15th AGM will be held through VC/OAVM Facility, the **Route Map is not annexed** in this Notice.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address immediately to the Company/Registrar and Share Transfer Agent, Link Intime India Private Limited.
10. Members who have not registered their E-mail address so far are requested to register their e-mail for receiving all communications including Annual Report, Notices and Circulars etc. from the Company electronically. Members can do this by updating their email addresses with their depository participants. Members can also reach out to us at cs@suvidhaa.com
11. Members must quote their Folio No. /Demat Account No. and contact details such as e-mail address, contact no. etc. in all their correspondence with the Company/Registrar and Share Transfer Agent.
12. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent.

13. In terms of Section 152 of the Companies Act, 2013, Mr. Tanuj Rajde (DIN: 09066867), retires by rotation at the Meeting and being eligible, offers himself for re-appointment. And Mr. Prashant Thakar (DIN: 03179115) is seeking re-appointment as an Executive Director for a further period of three years w.e.f. March 11, 2023. Details of Director retiring by rotation and Director seeking reappointment as required pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is provided under **Note No. 28** below.
14. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Members holding shares in physical form and desirous of making nomination in respect of their shareholding in the Company are requested to submit details to the Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, Mumbai, in the prescribed Form SH – 13. Members holding shares in demat form may contact their respective DP for recording of nomination.
15. SEBI vide its Press Release dated March 27, 2019, has mandated that transfer of securities shall only be in dematerialized form, from April 01, 2019 onwards except in case of transmission or transposition of securities. Accordingly, shareholders are requested to dematerialize their shares held in physical form to enable smooth transfer of securities in real time.
16. Please note that pursuant to aforesaid SEBI notification in point no. 15, Link Intime India Pvt. Ltd., our Registrar and Transfer Agent and Company will not accept any request for transfer of shares in physical form. This restriction shall not be applicable to the request received for transmission or transposition of physical shares unless SEBI notifies anything in contrary thereto.
17. The Company, in line with the SEBI circular No. SEBI / HO/ MIRSD/ MIRSD_RTAMB /P/CIR/2021/655 dated November 3, 2021 read with Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, the Company vide its letter dated March 29, 2022 has communicated to the shareholders who are holding the shares of the Company in physical form to furnish their PAN, KYC and Nomination details to the Registrar & Share Transfer Agent of the Company viz. Link Intime India Pvt. Limited. Further, the shareholders are also being informed regarding the linking of their PAN with Aadhaar on or before the prescribed date. The forms as prescribed in above circular are available on the website of the Company at: <https://www.suvidhaa.com/shares.html> Members holding shares in electronic form are requested to intimate about change of address or bank particulars to their respective Depository Participant and not to the Company. All the Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
18. In case of joint holders attending the meeting the Members whose name appears as the first holders in the order of names as per the register of Members of the Company will be entitled to vote.
19. Members desiring any information on the Accounts of the Company are requested to write to the Company at cs@suvidhaa.com at least 7 (seven) days in advance so as to enable the Company to keep the information ready.
20. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode. Members can inspect the same by sending an e-mail to at cs@suvidhaa.com
21. In all correspondence with the Company or with its Registrar & Share Transfer Agent, members are requested to quote their folio number, and in case the shares are held in dematerialized form, they must quote their Client ID Number and DP ID Number.
22. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from September 22, 2022 to September 28, 2022 (both days inclusive) for the purpose of 15th AGM.
23. Members may also note that the Notice of the 15th AGM and the Annual Report 2021-22 is available on the Company's website: www.suvidhaa.com under investor relations Tab.
24. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) ("Body Corporates") are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-Voting. The said Resolution/Authorisation shall be sent to the Scrutiniser Ashish C Doshi, Partner, M/s. SPANJ & Associates, Practicing Company Secretaries, Ahmedabad by e-mail through its registered e-mail address at csdoshiac@gmail.com with a copy marked at cs@suvidhaa.com
25. Investors holding the shares in physical form should provide the National Electronic Clearing Service (NECS) mandate to the Company's R&TA and investors holding the shares in demat form should ensure that correct and updated particulars of their bank account are available with the Depository Participant (DP). This would facilitate in receiving direct credits of dividends, refunds etc., from Company and avoid postal delays and loss in transit. Investors must update their new bank

account numbers allotted after implementation of Core Banking Solution (CBS) to the Company's R&TA in case of shares held in physical form and to the DP in case of shares held in demat form.

26. **To support the 'Green Initiative', the Members holding physical shares who have not registered their e-mail addresses are requested to register the same with Link Intime India Pvt. Ltd. And Members holding shares in Demat are requested to update the same with their respective Depository Participants.**

27. In compliance with Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is pleased to provide its Members the facility to cast their votes either for or against each resolutions set forth in the Notice of the 15th AGM using electronic voting system ('remote e-voting') and e-voting (during the 15th AGM), provided by NSDL and the business may be transacted through such voting.

Only those Members who will be present in the 15th AGM through VC / OAVM facility and have not cast 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 during the 15th AGM.

The voting period begins on Sunday, September 25, 2022 (9.00 AM IST) and ends on Tuesday, September 27, 2022 (5.00 PM IST). During this period, Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Wednesday, September 21, 2022 may cast their votes electronically. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of 15th AGM and holds shares as of the cut-off date i.e. September 02, 2022, may obtain the login ID and password by sending a request at rnt.helpdesk@linkintime.co.in and evoting@nsdl.co.in However, if a Member is already registered for e-voting, then he/she can use existing user id and password/PIN for casting the vote.

28. Information required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) with respect to the Director, seeking appointment/re-appointment is as under:

Name of the Director	Mr. Tanuj Rajde (DIN: 09066867)	Mr. Prashant Thakar (DIN: 03179115)
Date of Birth	December 28, 1994	July 22, 1977
Age	28	45
Date of Appointment in current designation	February 17, 2021	March 11, 2018
Date of First appointment on the Board of the Company	February 17, 2021	March 11, 2018
Terms & Conditions of Appointment/ re-appointment	Non-Executive Director of the Company liable to retire by rotation.	Executive Director not liable to retire by rotation
Brief Resume of the Director	Mr. Tanuj Rajde started his career in Audit & Financial Due Diligence consultancy at KPMG. He has worked with Nippon India AMC in the Equity Investments Team working on quantitative Investment research. He has worked with Edelweiss in the Equity Investments team and was responsible for managing the Equity Special Situations Book of the Insurance Arm of the Company. He has working experience with the core team on strategic initiatives at a rural-focused Fintech startup backed by NABARD Venture, Blume Venture and Arkam Ventures.	Mr. Prashant Thakar has been associated with Suvidhaa for past 12 years. He has more than 18 years of experience in the areas of Finance, Accounting, Budgeting, Taxation and Fund raising with strategic planning along with good experience in Legal & Secretarial. He has worked with varied sectors of industry in his career such as Asian Paints, Cobra Group, Peoples Group which includes but not limited to shaadi.com, fropper.com, makaan.com, astrolife.com, and he used to always report to the senior management team/the Board and led the companies, to reach their ultimate goals.
Qualification	B.Com, Chartered Accountant	B.Com, Accounting Technician (ICAI) and MBA (Finance) from IIM Calcutta
Nature of expertise/Experience	Operations, Strategy, Finance and Business Development	Operations, Finance, Taxation and Business Development

No. of shares held in the Company as on March 31, 2022	Nil	2210623#
Directorships (Excluding alternate directorship, foreign companies, private limited companies and companies under (Section 8 of the Companies Act, 2013	Nil	Nil
Chairman/Member of the committees of the Board of Directors of the Listed Entity(s) as on March 31, 2022	Member of Nomination & Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee	Member of Stakeholder Relationship Committee, Audit Committee and Risk Management Committee
Number of Board Meeting attended during the year	Seven	Seven
Inter se relationship between the Directors	None	None
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/ CML/ 2018/ 24, dated 20/06/18	Mr. Tanuj Rajde is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mr. Prashant Thakar is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

#Out of the aforesaid shares held by Mr. Prashant Thakar, 85596 are held in Trust in the capacity of Director pursuant to Scheme of Arrangement of Demerger and Transfer passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench on 27.11.2020.

29. M/s. G.S. Mathur & Co., Chartered Accountants (Firm Registration No. 008744N), Ahmedabad were appointed as the Statutory Auditor of the Company to hold the office for a period of five (5) consecutive years commencing from the conclusion of the 14th Annual General Meeting held on September 28, 2021, subject to ratification by the members at every Annual General Meeting. Further, pursuant to the notification of Section 40 of the Companies (Amendment) Act, 2017, with effect from May 7, 2018, the requirement of ratification of the Statutory Auditors by the members is no longer required. Taking into consideration this amendment, the annual ratification is not being sought till the expiry of the term of the Statutory Auditors i.e. till the conclusion of 19th AGM of the Company.

30. Shareholders are requested to go through the following instructions carefully to attend and vote at the AGM held through VC:

- A. INSTRUCTIONS FOR REMOTE E-VOTING
- B. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM.
- C. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM
- D. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE AGM.

A. INSTRUCTIONS FOR REMOTE E-VOTING

The remote e-voting period begins on Sunday, September 25, 2022 (9.00 AM IST) and ends on Tuesday, September 27, 2022 (5.00 PM IST). 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, September 21, 2022, 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 September 21, 2022.

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"> 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. 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. 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 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

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 or joining virtual meeting & voting during the meeting.
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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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

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.co.in 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 Ashish C Doshi, Partner, M/s. SPANJ & Associates, Practicing Company Secretaries, Ahmedabad by e-mail through its registered e-mail address at csdoshiac@gmail.com with a copy marked to evoting@nsdl.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ketan Patel (NSDL official) at evoting@nsdl.co.in

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@suvidhaa.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@suvidhaa.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.co.in 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.

B. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

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

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

1. Member will be provided with a facility to attend the 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 link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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@suvidhaa.com). The same will be replied by the company suitably.

D. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH (VC) INSTAMEET:

- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at cs@suvidhaa.com from September 22, 2022 (9:00 a.m. IST) to September 27, 2022 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company will select the speakers on first come first serve basis. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
- Shareholders are requested to speak only when moderator of the meeting/ management will announce the name for speaking.

Explanatory statement pursuant to the provisions of Section 102 of Companies Act, 2013

Item No. 3

Keeping in view the vast experience and expertise of Mr. Prashant Thakar, Executive Director & CFO, in the IT Industry, commercial negotiations and his involvement in day to day operations of the Company, the Board of Directors have proposed his re-appointment as a Whole-time Director designated as Executive Director for period of 3 (Three) Years with effect from March 11, 2023 subject to approval of the Members of the Company on the terms and conditions and remuneration within the maximum ceilings as per Section II of Part II of Schedule V to the Companies Act, 2013, as set out herein below:

In consideration of the performance of his duties, the Company shall pay to Mr. Prashant Thakar the remuneration of Rs. 50,00,000/- (Rupees Fifty Lakhs only) p.a. The scope and quantum of remuneration along with ceiling limits specified herein may be Increased, enhanced, enlarged, widened, altered or varied by the Board of Directors as may be necessary to match the industry standards and performance parameters designed by the company, per annum including bonus/incentive/performance linked incentive in accordance with the Schedule V and other applicable provisions of the Companies Act, 2013.

ESOP:

The Members had approved the Suvidhaa Infoserve Private Limited (SIPL) – Employee Stock Option Plan (ESOP) 2018 vide Special Resolution passed at the Extra-Ordinary General Meeting held on April 17, 2018 prior to the listing of the equity shares of the Company authorizing the Board of Directors to issue/grant to any Employee, employee stock option convertible into Equity Shares of the Company, provided however that the aggregate Securities issued/granted to all the Employees/other persons under the SIPL-ESOP-2018 shall not exceed 85,00,000 equity shares of the Company. During the year under review, there has been a ratification of the Suvidhaa Infoserve Private Limited (SIPL), Employee Stock Option Plan (ESOP), 2018 and an approval of grant of ESOPs to Mr. Prashant Thakar in excess of 1% of paid up share capital of the Company vide special resolutions through Postal Ballot passed on February 23, 2022 by the members of the Company.

Mr. Prashant Thakar, during his Employment as an Executive Director in whole-time employment & CFO, has been granted ESOPs as per details given below:

ESOP Details	FY 2021-22
Total Options granted	50,00,000
Vested Options outstanding at the beginning of the year	15,00,000
Add: Granted during the year	-
Add: Vested during the year	15,00,000
Less: Exercised during the year	-
Less: Forfeited/Surrendered during the year	-
Vested Options outstanding as at the end of the year	30,00,000
Details of options Exercised during the year:	

During the year under review, No options were exercised, but the following options were exercised on August 06, 2022:

Options exercised	30,00,000
Price per Option	Re.1/-
Amount paid	₹30,00,000/-
Perquisite value of Options exercised	₹1,59,00,000/-

Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Executive Director, the payment of salary, performance incentives, perquisites and other allowances as detailed above subject to such revisions as may be approved by the Board from time to time. If the resolution approving the remuneration payable to the Executive Director is passed by the members by way of a special resolution, the maximum ceiling on remuneration (including perquisites) per annum would be ₹1,55,00,000/- (Rupees One Crore and Fifty Five Lakhs only). The scope and quantum of remuneration and perquisites along with ceiling limits specified above herein may be enhanced, enlarged, widened, altered or varied by the Board of Directors as may be necessary considering any change in Market price of Shares/options outstanding in light of and in conformity of the Companies Act and or/ the rules and regulations made thereunder and/ or such guidelines as may be announced by Central Government from time to time.

Income-Tax or any other taxes in respect of the above remuneration will be deducted at source as per the applicable Tax Laws / Rules.

Executive Director shall be entitled to be paid / reimbursed by the Company all costs, charges & expenses including entertainment expenses as may be reasonably incurred by him for the purpose of or on behalf of the Company subject to such ceiling as may be decided by the Board on the recommendation of the Nomination & Remuneration Committee.

The following additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

I. General Information:

1) Nature of Industry:

Financial Technology (FinTech)

2) Date or expected date of Commencement of Commercial production:

The Company was incorporated on June 22,2007 and commenced its commercial operations in the same financial year.

3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

4) Financial performance based on given indicators - as per audited standalone financial results for the year ended March 31, 2022:

Particulars	₹in Million
Income from Operations	380.54
Other Income	33.92
Total Expenses	479.30
Net Profit/(Loss)after tax as per Profit & Loss Account	(62.16)
Profit as computed under Section 198 of the Companies Act, 2013	(62.45)
Net worth	1082.50

5) Foreign Investment or collaborations, if any:

The Company has not invested in any foreign entities or businesses nor does it have any collaboration with foreign entities. The Company has investments from Foreign Institutional Investors and NRIs as disclosed in Shareholding pattern of the Company.

II. Information about the appointee

1) Background Details:

Mr. Prashant Thakar currently holds the position of Executive Director & Chief Financial Officer in the Company. He has been associated with the company for past 12 years holding different positions in the company. He has played a very crucial role in the growth of Suvidhaa. Mr. Prashant is an exceptionally professionally qualified person, he is a commerce graduate from University of Mumbai, holds a Degree in Accounting Technician from Institute of Chartered Accountants of India (ICAI), and holds Masters in Business Administration in Finance from the prestigious Indian Institute of Management – Calcutta (IIM-C) with grade 'A'.

2) Past Remuneration:

The total remuneration drawn by Mr. Prashant Thakar during the Financial Year 2021-22 was Rs.1.76 million. He took Re.1/- per month remuneration for the period October 2021 to June 2022.

3) Job profile and his suitability:

He has been associated with Suvidhaa for past 12 years. He has more than 20 years of experience in the areas of Finance, Accounting, Budgeting, Taxation and Fund raising with strategic planning along with good experience in Legal & Secretarial. He has worked with varied sectors of industry in his career such as Asian Paints, Cobra Group, Peoples Group which includes but not limited to shaadi.com, fropper.com, makaan.com, astrolife.com, and he used to always report to the senior management team/the Board and led the companies, to reach their ultimate goals.

4) Remuneration proposed:

Remuneration payable to Mr. Prashant Thakar has already been mentioned in the explanatory statement above.

5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the qualifications, experience and expertise of Mr. Prashant Thakar, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

6) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:

Mr. Prashant Thakar neither has any pecuniary relationship directly or indirectly with the company nor related to any Director or Key Managerial Personnel or Promoters of the Company.

III. Other Information

i) Reasons for loss or inadequate profits:

Inadequacy of profits in the recent years is due to COVID-19 pandemic and therefore the remuneration payable to the Executive Director would exceed the limits prescribed. Hence, this proposal under applicable provisions of Schedule V is given.

ii) Steps taken or proposed to be taken for improvement of Business:

To mitigate the adverse impact, the Company consistently adopts and implements various measures and strategies, which has contributed to Company's performance and growth to some extent.

iii) Expected increase in productivity and profits in measurable terms:

The above measures undertaken are expected to yield positive results and improve the financial performance of the Company in the coming years.

IV. ADDITIONAL REQUIREMENTS AS PER SECRETARIAL STANDARD -2

Date of Previous Appointment on the Board	March 11, 2018
Shareholding as on March 31, 2022#	2210623 equity shares (1.09%)
Number of Meetings of the Board attended during the year	07
Other Directorships@	Nil
Membership/ Chairmanship of Committees	03 (Includes membership in Stakeholders Relationship Committee, Risk Management Committee and Audit Committee)

#Out of the aforesaid shares held by Mr. Prashant Thakar, 85596 are held in Trust in the capacity of Director pursuant to Scheme of Arrangement of Demerger and Transfer passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench on 27.11.2020.

@Directorships in Listed and Unlisted Public Limited Companies

Except Mr. Prashant Thakar, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution except to the extent of the shareholding in the Company, if any.

The Board of Directors of your Company recommends the resolution as set out under Item No.4, in relation to the re-appointment and remuneration paid to Mr. Prashant Thakar as an Executive Director, for the approval of the shareholders of the Company, to be passed as a Special Resolution.

Item No. 4

The members at its 12th Annual General Meeting ('AGM') held on September 28, 2018, approved the appointment and remuneration payable to Mr. Prashant Thakar as Executive Director of the Company effective from March 11, 2018. but such remuneration payable were within the limits specified in the Section 197 and other applicable provisions of the Companies Act, 2013 ('the Act').

As per Section 197 and other applicable provisions of the Companies Act, 2013 ('the Act'), the remuneration payable to any one managing director or whole-time director or manager shall not exceed 5% of the net profits of the Company and if there is more than one such director remuneration shall not exceed 10% of the net profits to all such directors and manager taken together.

Mr. Prashant Thakar was granted 50,00,000 (Fifty Lakhs) Employee Stock Options (ESOPs), under Suvidhaa Infoserve Private Limited-Employee Stock Option Plan-2018 (SIPL-ESOP-2018) on January 01, 2019 under the said Plan. A total of 30,00,000 (Thirty Lakhs) ESOPs are vested onto him as on March 31, 2022 as per the SIPL ESOP 2018 policy the same was approved and ratified by the members of the Company through a special resolution passed through postal ballot on February 23, 2022.

Consequent to Mr. Prashant Thakar exercising ESOPs as and when they vest, along with un-exercised stock options granted to him under SIPL-ESOP-2018, his remuneration for the financial year 2021-22 and thereafter may exceed the prescribed limit of 5% as specified under Section 197 of the Companies Act, 2013. In accordance with the applicable provisions of the Companies Act, 2013, approval of members is being sought, by way of special resolution, for payment to Mr. Prashant Thakar, Executive Director & CFO, remuneration in excess of prescribed limit of 5% of net profit of the Company, in this AGM.

However, given the present financial condition of the Company, the total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year will exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors will exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with Schedule V and rules made thereunder or other applicable provisions or any statutory modifications thereof. The increase is purely due to the addition of perquisite value on exercise of his vested ESOPs by the Executive Director of the Company. The Nomination and Remuneration Committee and Board of Directors of the Company at its meeting held dated August 06, 2022 and August 12, 2022 respectively, has recommended the payment of remuneration to Mr. Prashant Thakar, in excess of prescribed limit under Section 197 and other applicable provisions of the act, subject to the approval of the members at ensuing AGM of the Company.

Members may please note that the remuneration payable to Mr. Prashant Thakar is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies. Also, owing to the inadequacy or absence of profits arising out of the COVID impact and to optimize the cashflow in the Company, Mr. Prashant Thakar took a salary of Re.1/- from October 2021 to June 2022. His Salary was restored by the Board with effect from July 2022 onwards subject to the approval of the members at ensuing AGM of the Company. His Remuneration payable for the year ended March 31, 2023, including the perquisite value arising on ESOPs are as follows:

Gross salary:	₹50,00,000/- (Rupees Fifty Lakhs only)
Perquisite Value on exercise of 30,00,000 vested ESOPs on August 06, 2022 as per Income Tax Act, 1961 and rules made thereunder	₹1,59,00,000/- (Rupees One Crore Fifty Nine Lakhs Only)
Total	₹2,09,00,000/- (Rupees Two Crores Nine Lakhs Only)

The following additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

I. General Information:

5) Nature of Industry:

Financial Technology (FinTech)

6) Date or expected date of Commencement of Commercial production:

The Company was incorporated on June 22, 2007 and commenced its commercial operations in the same financial year.

7) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

8) Financial performance based on given indicators - as per audited standalone financial results for the year ended March 31, 2022:

Particulars	₹in Million
Income from Operations	380.54
Other Income	33.92
Total Expenses	479.30
Net Profit/(Loss)after tax as per Profit & Loss Account	(62.16)
Profit as computed under Section 198 of the Companies Act, 2013	(62.45)
Net worth	1082.50

5) Foreign Investment or collaborations, if any:

The Company has not invested in any foreign entities or businesses nor does it have any collaboration with foreign entities. The Company has investments from Foreign Institutional Investors and NRIs as disclosed in Shareholding pattern of the Company with stock exchanges on timely basis.

II. Information about the appointee

7) Background Details:

Mr. Prashant Thakar currently holds the position of Executive Director & Chief Financial Officer in the Company. He has been associated with the company for past 12 years holding different positions in the company. He has played a very crucial role in the growth of Suvidhaa. Mr. Prashant is an exceptionally professionally qualified person, he is a commerce graduate from University of Mumbai, holds a Degree in Accounting Technician from Institute of Chartered Accountants of India (ICAI), and holds Masters in Business Administration in Finance from the prestigious Indian Institute of Management – Calcutta (IIM-C) with grade 'A'.

8) Past Remuneration:

The total remuneration drawn by Mr. Prashant Thakar during the Financial Year 2021-22 was ₹1.76 million. He took ₹1/- per month remuneration for the period October 2021 to June 2022.

9) Job profile and his suitability:

He has been associated with Suvidhaa for past 12 years. He has more than 20 years of experience in the areas of Finance, Accounting, Budgeting, Taxation and Fund raising with strategic planning along with good experience in Legal & Secretarial. He has worked with varied sectors of industry in his career such as Asian Paints, Cobra Group, Peoples Group which includes but not limited to shaadi.com, fropper.com, makaan.com, astrolife.com, and he used to always report to the senior management team/the Board and led the companies, to reach their ultimate goals.

10) Remuneration proposed:

Remuneration payable to Mr. Prashant Thakar has already been mentioned in the explanatory statement above.

11) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the qualifications, experience and expertise of Mr. Prashant Thakar, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

12) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:

Mr. Prashant Thakar neither has any pecuniary relationship directly or indirectly with the company nor related to any Director or Key Managerial Personnel or Promoters of the Company.

III. Other Information

iv) Reasons for loss or inadequate profits:

Inadequacy of profits in the recent years is due to COVID-19 pandemic and therefore the remuneration payable to the Executive Director would exceed the limits prescribed. Hence, this proposal under applicable provisions of Schedule V is given.

v) Steps taken or proposed to be taken for improvement of Business:

To mitigate the adverse impact, the Company consistently adopts and implements various measures and strategies, which has contributed to Company's performance and growth to some extent.

vi) Expected increase in productivity and profits in measurable terms:

The above measures undertaken are expected to yield positive results and improve the financial performance of the Company in the coming years.

IV. ADDITIONAL REQUIREMENTS AS PER SECRETARIAL STANDARD -2

Date of Previous Appointment on the Board	March 11, 2018
Shareholding as on March 31, 2022#	2210623 equity shares (1.09%)
Number of Meetings of the Board attended during the year	07
Other Directorships@	Nil
Membership/ Chairmanship of Committees	03 (Includes membership in Stakeholders Relationship Committee, Risk Management Committee and Audit Committee)

#Out of the aforesaid shares held by Mr. Prashant Thakar, 85596 are held in Trust in the capacity of Director pursuant to Scheme of Arrangement of Demerger and Transfer passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench on 27.11.2020.

@Directorships in Listed and Unlisted Public Limited Companies

Accordingly, the Board recommends the resolution set forth in Item No. 4 relating to approve and increase in the limit of managerial remuneration payable to Mr. Prashant Thakar, Executive Director & CFO in excess of limits specified by the Act and rules made thereunder, by way of Special Resolution.

Except Mr. Prashant Thakar, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

By Order of the Board of Directors

Suvidhaa Infoserve Limited

sd/-

Harish Chalam

Company Secretary and Compliance Officer

Membership No. A61487

Place : Mumbai

Date : August 12, 2022

Registered Office:

Unit No 02, 28th Floor, GIFT-II Building
Block No. 56, Road-5C, Zone-5
GIFT City, Gandhinagar, Gujarat- 382355

Corporate Office:

14, Olympus Industrial Estate,
Off. Mahakali Caves Road, Andheri (E)
Mumbai, Maharashtra - 400093

CIN: L72900GJ2007PLC109642

Website: www.Suvidhaa.com

E-mail: cs@suvidhaa.com