

**Date: December 24, 2024**

**To**

<b>Listing Compliance National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai – 400051</b>	<b>Listing Compliance The Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.</b>
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**Ref: NSE Symbol: KSOLVES ; BSE Scrip Code: 543599 ; ISIN: INE0D6I01015**

**Subject: Submission of Postal Ballot Notice of the Company.**

Dear Sir/Madam

In terms of Part A of Schedule III read with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to submit the Notice of Postal Ballot of the Company.

Today, the Company has initiated the process to send the Notice of Postal Ballot through electronic mode to those Members whose names and email addresses were recorded in the Register of Members or the Register of Beneficial Owners maintained by the Depositories as of Friday, December 20, 2024 ('Cut-off date').

The Company has uploaded the Postal Ballot Notice on its website at: <https://www.ksolves.com/investors>

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide a remote e-voting facility to all its Members.

The remote e-voting period shall commence at **9:00 A.M. (IST) on Wednesday, December 25, 2024**, and will conclude at **5:00 P.M. (IST) on Thursday, January 23, 2025**. Please note that communication of assent or dissent of the Members would only take place through the remote e-voting facility. The instructions for remote e-voting are provided in the Notice.

We request you to take the same on your records.

**For Ksolves India Limited**

**Manisha Kide  
Company Secretary & Compliance Officer**



**Ksolves India Limited**

**Corporate Identity No. (CIN): L72900DL2014PLC269020**

**Regd. Office:** 317/276, Second floor, Lane no.3, Mehrauli Road, Saidulajab, Saket, , New Delhi, Delhi, India  
- 110030

**Tel: 0120-4983851**

**Email: [cs@ksolves.com](mailto:cs@ksolves.com) ; Website: [www.ksolves.com](http://www.ksolves.com)**

**Postal Ballot Notice**

*[Pursuant to Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]*

Dear Members,

**Notice** is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (the 'Act'), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 9/2023 dated September 25, 2023 and other relevant circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA') (hereinafter collectively referred to as 'MCA Circulars'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India ('ICSI'), as amended from time to time and pursuant to other applicable laws and regulations, resolution as set out in this Postal Ballot Notice ('Notice'), are proposed to be passed with requisite majority as Ordinary Resolution by the Members of Ksolves India Limited ('the Company') through Postal Ballot ('Postal Ballot') only by way of remote e-voting ('remote e-voting') facility.

In compliance with the MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participant(s) as of **Friday, December 20, 2024 ('Cut-off Date')**. If the Members' e-mail addresses are not registered or updated with the Company / Depository Participant(s), they may follow the process provided in the Notes hereunder to receive the Notice, login ID, and password for remote e-voting. Members are requested to read the instructions given in the Notes under the section 'Voting through Electronic Means' of the Notice. The communication of the assent or dissent of the Members would take place only through the remote e-voting facility.

An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Act read with the Rules, pertaining to the resolutions setting out the material facts and the reasons/rationale thereof, is appended and forms part of the Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors ('Board') of the Company, vide resolution dated December 20, 2024, has appointed M/s. MSV & Associates, Practicing Company Secretaries, Jaipur [represented by Mr. Vivek Sharma (M.No. CP 14773) as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences at **9:00 A.M. (IST) on Wednesday, December 25, 2024**, and will conclude at **5:00 P.M. (IST) on Thursday, January 23, 2025 ('remote e-voting period')**, thereafter, the remote e-voting module will be disabled, and voting shall not be allowed beyond the said time.

The proposed detailed Resolution, instructions for e-voting and Explanatory Statements pertaining to the resolutions setting out all material facts and the reasons thereof are annexed hereto for your consideration.

#### **Resolution No.1**

#### **To approve Sub-Division/Split of 1 (One) Equity Share of INR 10/- (INR Ten Only) each into 2 (Two) Equity Shares of INR 5/- (INR Five Only) each and the consequent amendment to the Memorandum of Association of the Company**

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

**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d), 64 and other applicable provisions of the Companies Act, 2013 ('the Act'), the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') [including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force], in accordance with the Articles of Association of the Company and subject to such permissions, consents and approvals as may be required from the concerned statutory authorities, approval of the Members of the Company be and is hereby accorded for Sub-Division/Split of Equity Shares of the Company, such that 1 (One) Equity Share having Face Value of INR 10/- (INR Ten Only) each, fully paid-up, be sub-divided/split into 2 (Two) Equity Shares having Face Value of INR 5/- (INR Five Only) each, fully paid- up, ranking *pari- passu* in all respects with effect from such date as may be fixed for this purpose ('Record Date') by the Board (hereinafter the term 'Board', shall be deemed to encompass any existing Committee(s) formed by the Board of Directors, or those constituted by the Board subsequently, and any individual authorized by the Board) of the Company.

**RESOLVED THAT** notwithstanding anything contained in this resolution, the interim dividend if any, declared by the board before such aforementioned record date shall have no effect on split shares and the dividend if any declared before such record date shall be paid on the basis of shareholding before taking the effect of share split.

**RESOLVED FURTHER THAT** pursuant to the Sub-Division / Split of Equity Shares of the Company, the Authorized, Issued, Subscribed and Paid-up share capital of Face Value of INR 10/- (INR Ten Only) each, fully paid up, existing on the Record Date, shall stand sub-divided/split as follows:

<b>Particulars</b>	<b>Type of Share Capital</b>	<b>No. of Equity Shares</b>	<b>Face Value (in INR)</b>	<b>Total Share Capital (in INR)</b>
<b>Pre-Sub-Division/ Split of Equity Shares</b>	Authorized Equity Share Capital	1,25,00,000	10	12,50,00,000
	Issued, Subscribed and Paid-up Equity Share Capital	1,18,56,000	10	11,85,60,000
<b>Post-Sub-Division/ Split of Equity Shares</b>	Authorized Equity Share Capital	2,50,00,000	5	12,50,00,000
	Issued, Subscribed	2,37,12,000	5	11,85,60,000

	and Paid-up Equity Share Capital			
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**RESOLVED FURTHER THAT** upon Sub-Division / Split of Equity Shares as aforesaid and with effect from the Record Date:

- a. for the Equity Shares held in physical form, the existing share certificate(s) in relation to the said Equity Shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the Members to surrender their existing share certificate(s), shall issue new share certificate(s)/Letters of Confirmation of the Company and shall comply with the prevailing laws/ guidelines in this regard; and
- b. for the Equity Shares held in dematerialized form, the sub-divided/split Equity Shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their Depository Participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act and the Rules made thereunder, consent of the Members of the Company be and is hereby accorded to substitute the existing Clause V of the Memorandum of Association of the Company with the following new clause:

*“V. The Authorized Share Capital of the Company is INR 12,50,00,000/- (INR Twelve Crore Fifty Lacs Only) divided into 2,50,00,000 (Two Crores Fifty Lacs Only) Equity Shares of INR 5/- (INR Five Only) each with a power to increase or reduce the capital for the time being of the Company into several classes and to attach hereto respectively preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.”*

**RESOLVED FURTHER THAT** the Sub-Division/Split of Equity Shares shall be subject to the terms and conditions contained in the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to the approval of the Board, consent of the Members be and is hereby accorded to make appropriate adjustments due to Sub-Division/Split of Equity Shares of the Company to the Stock Options which are/will be granted, unvested, vested but not exercised, exercised, lapsed/ cancelled by the employees of the Company and its subsidiaries covered under the following plan(s):

1. Ksolves Employees Stock Options Scheme-I (KSOS-I)
2. Ksolves Employees Stock Options Scheme-II (KSOS-II)

inter-alia, to the Securities and Exchange Board of India (Employee Stock Options and Employee Stock Purchase Scheme) Guidelines, 1999 and / or the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021 and any amendments thereto from time to time, such that the exercise price for all outstanding Stock Options as on the Record Date shall be proportionately adjusted and the number of outstanding Stock Options as on Record Date shall be appropriately adjusted.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power(s) conferred herein-above as it may in its absolute discretion deem fit, to one or more of the existing Committee(s) of Directors or to any of the Director(s), Officers(s), Company Secretary, Authorized Representative(s), in order to give effect to the aforesaid resolution, and to do such other acts, deeds and things as may be required for completion and implementation of Sub-Division / Split of the Equity Shares of the Company, and matters incidental and ancillary thereto.

**RESOLVED FURTHER THAT** the Board or its Committee(s) be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including to fix and announce the Record Date, and Mr. Ratan Kumar Srivastava, Chairman and Managing Director and Ms. Manisha Kide, Company Secretary be and are hereby severally authorized to make appropriate adjustments on account of Sub-Division/Split of Equity Shares including giving the effect of the Sub-Division/Split of Shares to the to the abovementioned ESOP Schemes, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard to the Sub-Division/Split of the Equity Shares as aforesaid and to carry out/ execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations, without seeking any further approval/consent of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution.

**By the order of the Board of Directors**

**Manisha Kide**

Company Secretary and Compliance Officer

ICSI Membership No: A60275

Noida, December 24, 2024

**NOTES:**

1. The Explanatory Statement pursuant to Section 102, 110 of the Companies Act, 2013 and the Rules thereto, giving reasons for the proposed resolution stating out material facts is annexed hereto.
2. In conformity with the applicable regulatory requirements, the Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, as on Friday, December 20, 2024 ('Cut-off date') and who have registered their e-mail address with the Company or Depository Participant(s). Members may note that this Notice will also be available on the website of the Company (<https://www.ksolves.com/>); National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)), BSE Limited ([www.bseindia.com](http://www.bseindia.com)); and NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).
3. In compliance with Sections 110 and 108 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the remote e-voting facility provided by National Securities Depository Limited ('NSDL'). The instructions for e-voting are annexed to this Notice.
4. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. Only those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the

Cut-off date will be entitled to cast their votes by remote e-voting.

5. The remote e-voting period commences at 9:00 A.M. (IST) on Wednesday, December 25, 2024, and will conclude at 5:00 P.M. (IST) on Thursday, January 23, 2025 ('remote e-voting period'), thereafter remote e-voting module will be disabled, and e-voting shall not be allowed beyond the said time. During this remote e-voting period, Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date may cast their vote electronically. Once a member cast their vote on the resolution, they will not be allowed to change it subsequently.
6. Members who have not registered/updated their e-mail address with the Company or Depository Participant(s), may complete the e-mail registration process as under:
  - a. Members holding shares in demat form can update their e-mail address with their Depository Participant(s).
7. The draft copy of the altered Memorandum of Association of the Company and other documents will be available for inspection without any fee by the Members at the Registered Office of the Company during business hours on any working day, excluding Saturday, up to the closure of remote e-voting period i.e., Thursday, January 23, 2025.
8. The Board of Directors has appointed M/s. MSV & Associates, Practicing Company Secretaries, Jaipur (represented by Mr. Vivek Sharma (FCS 10663, COP 14773) as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
9. The Scrutinizer shall, immediately after the conclusion of e-voting, unblock the votes cast through remote e-voting and make, not later than 2 working days of the conclusion of the e-voting i.e., by Monday, January 27, 2025, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to any of the Executive Directors of the Company, who shall countersign the same and declare the result of the voting forthwith.
10. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company ([www.ksolves.com](http://www.ksolves.com)) and on the website of NSDL <https://www.evoting.nsdl.com> immediately after the declaration of result to any of the Executive Directors of the Company. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company are listed.
11. Members may note that any time before the Record Date, should the competent regulatory authority(ies) issue any circular, amendment, or notification permitting the issue of securities only in demat form, the Company will accordingly, at its sole discretion, issue Equity Shares in demat form only, upon Sub-Division / Split.
12. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated August 11, 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform.

#### **Voting through Electronic Means**

In compliance with the provisions of Sections 110 and 108 of the Act, Rules 22 and 20 of the Rules, Regulation 44 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/ P/2020/242 dated December 9, 2020 and SS-2 issued by the ICSI, the Company is pleased to provide remote e-voting facility to all

its Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL.

The details of the process and manner for remote e-voting are explained herein below:

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

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





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></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; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li>   <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li>   <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li>   <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<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.</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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method 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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 on NSDL e-Voting system.**

### **How to cast your vote electronically 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.
2. Select "EVEN- 132511" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **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 [csviveksharma9@gmail.com](mailto:csviveksharma9@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto: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@ksolves.com](mailto:cs@ksolves.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 (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto: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.

**Explanatory Statement — Pursuant to Section 102 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

The following Explanatory Statement sets out material facts relating to Resolution Nos. 1 of the accompanying Notice:

**Resolution No. 1**

The Financial Year 2023-24 was momentous for the Company as it achieved several key milestones including crossing 100 cr in annual revenue. Further, during FY 2023-24, the Company has reported a strong and consistent QoQ revenue growth. As a result, the Equity Shares of the Company listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) yielded higher returns on the investments to the investors.

Considering the above performance, it is proposed to consider Sub-Division/Split of the Equity Shares of the Company i.e., reduction in the Face Value per Share and resulting into a proportionate increase in the number of Equity Shares. In the opinion of the Board of Directors, the proposed Sub-Division/Split will make the Equity Shares of the Company more affordable and attractive to investors/potential investors. The Board of Directors believes that this will be in the best interest of the investors and the Company.

The Board of Directors of the Company (the 'Board') at its Meeting held on December 20, 2024 approved, subject to the approval of Members of the Company and statutory authority(ies), if any, the Sub-Division/ Split of Equity Shares of the Company, such that 1 (One) Equity Share having Face Value of INR 10/- (INR Ten Only) each, fully paid-up, be sub-divided/split into 2 (Two) Equity Shares having Face Value of INR 5/- (INR Five Only) each, fully paid- up, ranking *pari-passu* in all respects with effect from such date ('Record Date') as may be fixed for this purpose by the Board. Notwithstanding anything contained in the resolution, the interim dividend if any, declared by the board before such aforementioned record date shall have no effect on split shares and the dividend if any declared before such record date shall be paid on the basis of shareholding before taking the effect of share split.

The Sub-Division/Split of Equity Shares of the Company as aforesaid will require alteration to the existing Capital Clause i.e., Clause V of the Memorandum of Association of the Company. There will not be any change in the aggregate amount of authorized, subscribed, issued and paid-up share capital of the Company on account of Sub-Division/Split of the Equity Shares. Further, such Sub-Division/Split shall not be construed as reduction in share capital of the Company in any manner, in accordance with the applicable provisions of the Companies Act, 2013. Accordingly, the Capital Clause in the Memorandum of Association of the Company will be revised as follows:

**Original Clause:**

*V. \*The Authorized Share Capital of the Company is Rs. 12,50,00,000/- (Rupees Twelve Crore fifty lakhs only) divided into 1,25,00,000 (One crore twenty-five lakhs only) equity shares of Rs.10/- (Rupees ten only) each.\**

**Proposed Clause:**

*“V. The Authorized Share Capital of the Company is INR 12,50,00,000/- (INR Twelve Crore Fifty Lacs Only) divided into 2,50,00,000 (Two Crores Fifty Lacs Only) Equity Shares of INR 5/- (INR Five Only) each with a power to increase or reduce the capital for the time being of the Company into several classes and to attach hereto respectively preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.”*

The Sub-Division/Split of the Face Value of the Equity Shares would also require, *inter-alia*, appropriate adjustments due to Sub-Division/Split of Equity Shares of the Company to the Stock Options which are/ will be granted, unvested, vested but not exercised, exercised, lapsed/cancelled by the employees of the Company and its subsidiaries covered under the following plan(s):

1. Ksolves Employees Stock Options Scheme-I (KSOS-I)
2. Ksolves Employees Stock Options Scheme-II (KSOS-II)

such that all the Stock Options outstanding on a Record Date to be determined by the Board of Directors of the Company, subject to the shareholders' approval, both vested and unvested including lapsed and forfeited Stock Options available for reissue, shall be proportionately adjusted.

The Board of Directors, therefore, recommends an Ordinary Resolution as set out in the accompanying Notice for the approval of the Members of the Company in accordance with the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Draft copy of the altered Memorandum of Association of the Company and other documents would be available for inspection without any fee by the Members at the Registered Office of the Company during business hours on any working day, excluding Saturday, up to the date of closure of remote e-voting period i.e., Thursday, January 23, 2025.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned with or interested, financially or otherwise in the proposed resolution as set out in the accompanying Notice except to the extent of their shareholding in the Company, if any.

The Board of Directors of your Company recommends the Resolution no. 1 for the approval of the Members as an **Ordinary Resolution**.