

SHORTER NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the **2/2024-25 Extraordinary General Meeting (“EGM”)** of Girnar Software Private Limited (**“Company”**) will be held at a shorter notice on Friday, 21st March 2025, at 4:00 P.M. (IST) at 5th Floor, Jaipur Textile Market, B-2, Near Model Town, Malviya Nagar, Jaipur, Rajasthan-302017 to transact the following:

Special Business:

Item No. 1: To appoint Ms. Sutapa Banerjee (DIN: 02844650) as Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the approval of the Board of Directors of the Company at its meeting held on March 12, 2025 and the provisions of Section 149 and Section 152 read with Schedule IV, Section 150, Section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable acts, rules, regulations as may be applicable (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, Ms. Sutapa Banerjee (DIN: 02844650), who possesses relevant expertise and experience and is not disqualified under Section 164(2) of the Companies Act, 2013 and has provided her consent to act as an Independent Director of the Company, if appointed and has submitted a declaration that she meets the criteria for appointment as an Independent Director under the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, who shall hold office for a term of three years commencing from March 12, 2025, and shall not be liable to retire by rotation and shall be entitled to receive sitting fee for attending meetings of the Board or any committees thereof and remuneration as detailed in the letter of appointment, and as may be determined by the Board from time to time.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient to give effect to this resolution."

Item No. 2: To approve payment of remuneration to Ms. Sutapa Banerjee (DIN: 02844650), Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198, read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Articles of Association of the Company, and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for the payment of remuneration of

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INR 35,00,000/- (Rupees Thirty-Five Lakh only) per annum to Ms. Sutapa Banerjee, Independent Director of the Company in the event of no profit or inadequate profits, for a period of three years from the date of appointment.

RESOLVED FURTHER THAT the aforesaid remuneration shall be paid in addition to the sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors and Committees thereof.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary, desirable or expedient to give effect to this resolution."

Item No. 3: To approve the revision in remuneration of Mr. Parthasarathy Vankipuram Srinivasa (DIN: 00125299), Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 197, and 198, read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Articles of Association of the Company, and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to revise the remuneration of Mr. Parthasarathy Vankipuram Srinivasa (DIN: 00125299), Independent Director of the Company from INR 25,00,000/- per annum to INR 35,00,000/- per annum, with effect from April 01, 2025.

RESOLVED FURTHER THAT the aforesaid remuneration shall be paid in addition to the sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors and its Committees.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary, desirable or expedient to give effect to this resolution."

Item No. 4: To approve alteration in the object clause of Memorandum of Association of the Company.

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions if any, of the Companies Act, 2013 and rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members be and is hereby accorded for alteration in Part A of Clause III i.e., the Main Objects Clause of the Memorandum of Association ("MOA") of the Company by adding sub-clauses 10,11, and 12 as mentioned below after sub-clause 9 :

10. *To carry on the business of providing outsourcing services including providing Vehicle Inspection & verification/certification services and other related services, filed force support or runner support services for all processes, sub-processes, transactions, activities, and all other work performed by businesses in various industries within India and across the world. This includes those processes or sub processes that are enabled by information technology. It also includes data, voice or video collection and processing, call centre services including in bound and out bound calling services for all kinds, technical support, managed data centre, managed technical centre, training centre, web support back office, business or financial analysis, scientific analysis, research work and analysis, storage, disaster recovery, accounting, pay roll, inventory management, customer relationship management, enterprises resources planning and to develop software, provide consultancy, software solution and services that are normally offered by the outsourcing business and information technology services providers, the software development houses and application service providers.*
11. *To carry on the business of providing upskilling services to students and early professionals across the globe through activities and mentor-led learning, training, learning & development services, including B2B Services to design, develop, and deliver customized learning and development programs, training sessions, and educational content for colleges, schools, universities, institutions, corporations, and other organizations, both online and offline and to receive payment for such services from the aforementioned organizations, based on agreed-upon terms and conditions and B2C Services to provide upskilling and vocational training programs to individual students, both online and offline, for the purpose of enhancing their employability and professional skills and to offer such training programs on a direct payment basis from the students and to provide placement assistance to students, including guaranteed placement opportunities through pre-existing legal agreements with corporate partners and conduct training programs with or without guaranteed placements and to enter into agreements with various corporate entities for the placement of trained students.*
12. *To carry on the business of providing comprehensive human resource solutions, including: (a) sourcing and identifying qualified candidates for employment; (b) designing and delivering customized training programs; and (c) providing recruitment and placement services to corporate clients across various industries. (d) To enter into contractual agreements with corporate clients, and to receive remuneration for services rendered.*

RESOLVED FURTHER THAT any Director and Company Secretary of the Company be and are hereby severally authorized to do all acts, matters, deeds and things as may be necessary including filing of requisite forms with Ministry of Corporate Affairs, submission of documents with any authority, to settle all questions, difficulties or doubts that may arise in this regard at any stage, to do the modifications or changes as may be statutorily required and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 5: To approve an increase in Authorized Share Capital of the Company and subsequent alteration of the Capital Clause of the Memorandum of Association.

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

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“RESOLVED THAT pursuant to provision of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 including the rules made thereunder (statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the Authorized Share Capital of the Company be and is hereby increased from Rs. 50,77,380 (Rupees Fifty Lakh Seventy-Seven Thousand Three Hundred Eighty) divided into 3,97,644 (Three Lakh Ninety Seven Thousand Six Hundred Forty Four) Equity Shares of Re. 1/- (Rupee One) each; 2,356 (Two Thousand Three Hundred Fifty Six) Series 1 Equity Shares of Re. 1/- (Rupee One) each; 47,699 (Forty Seven Thousand Six Hundred Ninety Nine) 0.0001% Series A Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each; 24,300 (Twenty Four Thousand Three Hundred) 0.0001% Series A1 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each; 49,953 (Forty Nine Thousand Nine Hundred Fifty Three) 0.0001% Series B Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each; 11,648 (Eleven Thousand Six Hundred Forty Eight) 0.0001% Series B2 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 15,400 (Fifteen Thousand Four Hundred) 0.0001% Series B3 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 1,000 (One Thousand) 0.0001% Series B4 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 2,400 (Two Thousand Four Hundred) 0.0001% Series B5 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 619 (Six Hundred Nineteen) 0.0001% Series B6 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 1,28,649 (One Lakh Twenty Eight Thousand Six Hundred Forty Nine) 0.0001% Series C Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 53,846 (Fifty Three Thousand Eight Hundred and Forty Six) 0.0001% Series D Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 12,224 (Twelve Thousand Two Hundred and Twenty Four) 0.0001% Series D1 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each and 1,20,000 (One Lakh Twenty Thousand) 0.0001% Series E Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each **to** Rs. 60,00,00,000 (Rupees Sixty Crores) divided into 58,86,20,264 (Fifty Eight Crores Eighty Six Lakh Twenty Thousand Two Hundred and Sixty Four) Equity Shares of Re. 1/- (Rupee One) each; 17,02,356 (Seventeen Lakh Two Thousand Three Hundred Fifty Six) Series 1 Equity Shares of Re. 1/- (Rupee One) each; 47,699 (Forty Seven Thousand Six Hundred Ninety Nine) 0.0001% Series A Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each; 24,300 (Twenty Four Thousand Three Hundred) 0.0001% Series A1 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each; 49,953 (Forty Nine Thousand Nine Hundred Fifty Three) 0.0001% Series B Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each; 11,648 (Eleven Thousand Six Hundred Forty Eight) 0.0001% Series B2 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 15,400 (Fifteen Thousand Four Hundred) 0.0001% Series B3 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 1,000 (One Thousand) 0.0001% Series B4 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 2,400 (Two Thousand Four Hundred) 0.0001% Series B5 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 619 (Six Hundred Nineteen) 0.0001% Series B6 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 1,28,649 (One Lakh Twenty Eight Thousand Six Hundred Forty Nine) 0.0001% Series C Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 53,846 (Fifty Three Thousand Eight Hundred and Forty Six) 0.0001% Series D Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 12,224 (Twelve Thousand Two Hundred and Twenty Four) 0.0001% Series D1 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 1,20,000 (One Lakh Twenty Thousand) 0.0001% Series E Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each and 50,00,000 (Fifty Lakh) 0.0001% Series F Compulsorily Convertible Cumulative Preference Shares of Re. 1/- (Rupee One) each.

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Consequently, the existing Clause V of the Memorandum of Association of the Company, relating to share capital, is hereby substituted by new Clause V which shall be read as follows:

V. The Authorized Share Capital of the Company is Rs. 60,00,00,000 (Rupees Sixty Crores) divided into 58,86,20,264 (Fifty Eight Crores Eighty Six Lakh Twenty Thousand Two Hundred and Sixty Four) Equity Shares of Re. 1/- (Rupee One) each; 17,02,356 (Seventeen Lakh Two Thousand Three Hundred Fifty Six) Series 1 Equity Shares of Re. 1/- (Rupee One) each; 47,699 (Forty Seven Thousand Six Hundred Ninety Nine) 0.0001% Series A Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each; 24,300 (Twenty Four Thousand Three Hundred) 0.0001% Series A1 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each; 49,953 (Forty Nine Thousand Nine Hundred Fifty Three) 0.0001% Series B Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each; 11,648 (Eleven Thousand Six Hundred Forty Eight) 0.0001% Series B2 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 15,400 (Fifteen Thousand Four Hundred) 0.0001% Series B3 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 1,000 (One Thousand) 0.0001% Series B4 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 2,400 (Two Thousand Four Hundred) 0.0001% Series B5 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 619 (Six Hundred Nineteen) 0.0001% Series B6 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 1,28,649 (One Lakh Twenty Eight Thousand Six Hundred Forty Nine) 0.0001% Series C Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 53,846 (Fifty Three Thousand Eight Hundred and Forty Six) 0.0001% Series D Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 12,224 (Twelve Thousand Two Hundred and Twenty Four) 0.0001% Series D1 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 1,20,000 (One Lakh Twenty Thousand) 0.0001% Series E Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each and 50,00,000 (Fifty Lakh) 0.0001% Series F Compulsorily Convertible Cumulative Preference Shares of Re. 1/- (Rupee One) each.

RESOLVED FURTHER THAT Mr. Amit Jain, Chairman & Whole Time Director, Mr. Anurag Jain, Managing Director, Mr. Neelesh P Talathi, Chief Financial Officer, Mr. Zameer Nathani, Group General Counsel, Mr. Gaurav Dutta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

**For and on behalf of the Board of Directors of
Girnar Software Private Limited**

Sd/-

Gaurav Dutta

Company Secretary

Membership Number: A24445

Date: 13.03.2025

Place: Gurugram

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NOTES:

1. Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of Special Business has been attached hereto and forms part of the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PERSON AS HIS/HER PROXY/IES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY/IES NEED NOT BE A MEMBER/S OF THE COMPANY. MEMBER/S DESIROUS OF APPOINTING PROXY/IES ARE REQUESTED TO DELIVER DULY COMPLETED PROXY FORM/S (IN THE FORM ATTACHED AS ANNEXURE-A TO THIS NOTICE) TO THE COMPANY PRIOR TO THE PROPOSED TIME FOR THE GENERAL MEETING.**
3. Shareholders /Proxies/Authorized Representatives attending the Meeting in person are requested to complete the Attendance Slip (in the form attached as Annexure-B to this Notice) and handover the same at the Meeting.
4. Route Map to attend the Meeting is attached as Annexure-C to this Notice.
5. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
6. The documents referred in the Explanatory Statement are available for inspection at the Registered Office of the Company during normal business hours on any working day upto the date of the Meeting.

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EXPLANATORY STATEMENT AS PER THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1: Appointment of Ms. Sutapa Banerjee (DIN: 02844650) as an Independent Director of the Company.

The Board of Directors in their meeting held on March 12, 2025 and based on the recommendation of the Nomination & Remuneration Committee had appointed Ms. Sutapa Banerjee (DIN :02844650) as an Additional Independent Director of the Company for a term of three years with effect from March 12, 2025. Pursuant to the requirements of the Act, it is proposed to seek approval of the members to appoint Ms. Sutapa Banerjee (DIN:02844650), as an Independent Director for a term of three years with effect from March 12, 2025. Furthermore, Ms. Sutapa Banerjee shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Brief profile and justification for the appointment of Ms. Sutapa Banerjee as an Independent Director:

Ms. Sutapa Banerjee has over 30 years of professional experience including 24 years in financial services industry across two large multinational banks at ANZ Grindlays, ABN AMRO, and a boutique Indian Investment bank (Ambit Capital) where she built and headed several businesses. Well, recognized in the money management space having headed and successfully built from scratch the private client businesses in both ABN AMRO Bank and Ambit Capital, Ms. Sutapa was voted as one of the 'Top 20 Global Rising Stars of Wealth Management' by the Institutional Investor Group in 2007 - the only Indian and one of only two winners from Asia. As CEO she led Ambit Private Wealth to 'Best Private Bank in India in the 2013 AsiaMoney polls. In 2012 she was shortlisted in the '50 most Powerful Women' by Fortune India.

She currently serves as an Independent Director on the boards of Zomato Limited, Godrej Properties, Polycab Industries, JSW Cement, IdeaForge Technologies, and Axis Capital, holding key positions on various board committees.

Ms. Sutapa is an Advanced Leadership Fellow (2015) at Harvard University. She holds a gold medal in Economics from XLRI and an Economics degree from Presidency College Kolkata. She is a visiting faculty at IIM-Ahmedabad and at Indian Institute of Corporate Affairs (IICA). Additionally, she serves on the Advisory Council of the CII Centre for Women Leadership and has contributed to various CII committees on governance and women's empowerment.

M. Sutapa has given a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of proviso to sub-section (5) of Section 152 and Schedule IV of the Companies Act, 2013, the Board of Directors is of the opinion that Ms. Sutapa fulfils the conditions specified in the Act and the rules made thereunder, for her appointment as an Independent Director and that she is independent of the management of the Company.

The Company has also received consent in writing to act as a Director, and an intimation that she is not disqualified under section 164(2) of the Companies Act, 2013.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, the following is the additional information about the proposed director:

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Name of the Director	Ms. Sutapa Banerjee
Age	60 years
Qualifications	Bachelor's in economics from Calcutta University
Experience	More than 30 years
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Independent Director, not liable to retire by rotation. Remuneration sought to be paid: INR 35,00,000/- (Rupees Thirty-Five Lakh only), in addition to the sitting fees and re-imbursement of expenses for attending the Meetings of the Board of Directors and Committees thereof. Remuneration last drawn: N.A.
Date of First appointment on the Board	March 12, 2025
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not Applicable
Number of Board Meetings attended during the financial year 2024-25	Not Applicable
Other Directorships	<ol style="list-style-type: none"> 1. Axis Capital Limited 2. Ideaforge Technology Limited 3. Godrej Properties Limited 4. Zomato Limited 5. Polycab India Limited 6. JSW Cement Limited 7. Satsure Analytics India Private Limited
Membership/Chairmanship of Committees of other Boards	<p><u>Zomato Limited</u></p> <ol style="list-style-type: none"> 1. Chairperson of Audit Committee 2. Member of Investment Committee <p><u>Godrej Properties Limited</u></p> <ol style="list-style-type: none"> 1. Chairperson of Nomination and Remuneration Committee 2. Chairperson of Stakeholders and Relationship Committee 3. Member of Audit Committee 4. Member of Risk Management Committee 5. Member of Corporate Social Responsibility Committee 6. Member of ESG Committee <p><u>Polycab India Limited</u></p> <ol style="list-style-type: none"> 1. Member of Audit Committee

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	<ol style="list-style-type: none"> 2. Member of Nomination and Remuneration Committee 3. Member of Corporate Social Responsibility Committee <p><u>Ideaforge Technology Limited</u></p> <ol style="list-style-type: none"> 1. Chairperson of Nomination and Remuneration Committee 2. Member of Audit Committee <p><u>JSW Cement Limited</u></p> <ol style="list-style-type: none"> 1. Member of Audit Committee 2. Member of Nomination and Remuneration Committee 3. Member of Corporate Social Responsibility Committee <p><u>Axis Capital Limited</u></p> <ol style="list-style-type: none"> 1. Member of Audit Committee 2. Member of Nomination and Remuneration Committee 3. Member of Risk Management Committee
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Ms. Sutapa Banerjee does not hold any shares/securities in the Company, either in her individual capacity or on a beneficial basis for any other person.

Except Ms. Sutapa Banerjee, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise, in the Resolution at Item No. 1 of the accompanying notice.

The Board recommends the Ordinary Resolution at Item No. 1 of the Notice for approval of the members by way of an Ordinary Resolution.

Item No. 2: To approve the payment of remuneration to Ms. Sutapa Banerjee (DIN: 02844650), Independent Director of the Company.

Legal provisions and background:

Section 197 of the Companies Act, 2013 (“Act”), as amended, permits the payment of remuneration to Directors who are neither Managing Director nor Whole-time Directors, more than 1% or 3% of the net profits of a company by obtaining approval of the shareholders in general meeting by special resolution.

Further, if in any financial year, a company has no profits or its profits are inadequate, the company shall not pay its Non-Executive Directors, including an Independent Director, any remuneration except in accordance with the provisions of Companies Act, 2013 read with Schedule V of the Companies Act, 2013. The remuneration thresholds as prescribed in Schedule V of the Act can be exceeded by passing a special resolution by the Members of the Company.

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Rationale and proposal:

The Independent Directors of the Company play an important role in overseeing the governance, performance and sustainable growth of the Company. Independent Directors bring valuable knowledge, skills, expertise, and an objective perspective, contributing strategic insights and experience. Their presence enhances diversity in the Board's decision-making process, strengthening the overall effectiveness of governance and business operations.

With the enhanced corporate governance requirements, increased responsibilities and duties of the Directors under the Act and the competitive business environment, the role of the Board, particularly the Independent Directors, has become more onerous, requiring enhanced level of decision-making ability, greater time commitments with high level of oversight.

The Nomination and Remuneration Committee ("NRC") and the Board shall determine the annual remuneration payable to the Independent Directors based on various factors including Director's participation in Board and Committee meetings and engagement with the Company during the year and contributions therein, other responsibilities undertaken, time dedicated in carrying out their duties, role and functions as envisaged in Act and such other factors as the NRC and the Board may consider fit within the overall limits approved by the Members of the Company. Accordingly, it is proposed to pay the remuneration of INR 35,00,000/- (Rupees Thirty -Five Lakh only) per annum to Ms. Sutapa Banerjee.

The proposed remuneration would be in addition to the sitting fees and re-imbursement of related expenses for attending meetings of the Board of Directors and its Committees, as approved by the Board from time to time.

The Company has not defaulted in payment of dues to any bank or public financial institution or any other secured creditors.

Additional information pursuant to Schedule V of the Act:

I. General Information	
1. Nature of industry	<p>The Company is primarily engaged in the business of providing online search-related services, information about new and used automobiles to the consumers and automobile dealers. The Company is an online service provider which connects automobile dealers and customers. It also provides through its websites namely Cardekho.com, Bikedekho.com PriceDekho.com, and Zigwheels.com internet marketing and technology solutions to Original Equipment Manufacturers ("OEM's") and dealers.</p> <p>It also has tie-ups with OEM's and automotive dealers and provides them with rich array of tech-enabled tools. These are web-based and mobile applications for dealer sales executives to manage leads, cloud services for tracking sales performance, call tracker</p>

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	solutions, digital marketing support, virtual online showroom, and outsourced lead management operational processes for taking consumers from enquiry to sale.																
2. Date or expected date of commencement of commercial production	Not Applicable, since the Company has already commenced business activity. The Company was incorporated on 21 st December 2006.																
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 Financial Statements for the year ended 31 st March, 2024	<table> <tr> <th>Particulars</th><th>F.Y. 2023-24 (amount in INR Lakhs)</th></tr> <tr> <td>Total Income</td><td>77,715</td></tr> <tr> <td>Depreciation</td><td>879</td></tr> <tr> <td>Tax Expense</td><td>-</td></tr> <tr> <td>Total Expense</td><td>73,986</td></tr> <tr> <td>Net Profit/(Loss)</td><td>(903)</td></tr> <tr> <td>Paid-up Capital</td><td>45.73</td></tr> <tr> <td>Reserves and Surplus</td><td>1,60,749</td></tr> </table>	Particulars	F.Y. 2023-24 (amount in INR Lakhs)	Total Income	77,715	Depreciation	879	Tax Expense	-	Total Expense	73,986	Net Profit/(Loss)	(903)	Paid-up Capital	45.73	Reserves and Surplus	1,60,749
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Paid-up Capital	45.73																
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5. Foreign investments or collaborations, if any	<p>The Company has received Foreign Direct Investment under FDI guidelines. As on the date of this notice, out of total shareholding of the Company, 70.64% (approx.) on diluted basis, is held by Foreign Investor. Further, the Company has following foreign subsidiaries:</p> <ol style="list-style-type: none"> 1. Carbay Pte. Ltd., Singapore (Subsidiary) 2. PT. Carbay Services Indonesia, Indonesia (Step down subsidiary) 3. Carbay Philippines Inc., Philippines (Step down subsidiary) 4. Carbay Services Malaysia Sdn. Bhd., Malaysia (Step down subsidiary) 5. Carbay Finserv Pte. Ltd. (Singapore) (Step down subsidiary) 6. OTO (Thailand) Co. Ltd. (Thailand) (Step down subsidiary) 7. Pt. Finsso Nusantara Finance, (Step down subsidiary) 																

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Tel: 124-680-3700

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II. Information about the appointee:	
1. Background Details	Ms. Sutapa Banerjee has over 30 years of professional experience including 24 years in financial services industry across two large multinational banks at ANZ Grindlays, ABN AMRO, and a boutique Indian Investment bank (Ambit Capital) where she built and headed several businesses. Well recognized in the money management space having headed and successfully built from scratch the private client businesses in both ABN AMRO Bank and Ambit Capital, Ms. Sutapa was voted as one of the 'Top 20 Global Rising Stars of Wealth Management' by the Institutional Investor Group in 2007 - the only Indian and one of only two winners from Asia. As CEO she led Ambit Private Wealth to 'Best Private Bank in India' in the 2013 AsiaMoney polls. In 2012 she was shortlisted in the '50 most Powerful Women' by Fortune India.
2. Past Remuneration	Nil
3. Recognition or awards	'Top 20 Global Rising Stars of Wealth Management' by the Institutional Investor Group in 2007 - the only Indian and one of only two winners from Asia. In 2012 she was shortlisted in the '50 most Powerful Women' by Fortune India.
4. Job profile and suitability	<p>The Independent Director are expected to devote such time as is necessary for the proper performance of their duties and as an Independent Director and will be involved in a number of board and committee meetings each year.</p> <p>The Independent Director is expected to perform her duties, whether statutory, fiduciary or common law, faithfully, efficiently and diligently to a standard commensurate with both the functions of his/ her role and knowledge, skills and experience. The Independent Director will have to perform all the usual duties as an independent director under Company law, including attendance at board meetings, the annual general meeting, meetings of independent directors, meetings with investors and shareholders and other Board events such as site visits, together with such additional duties as may be agreed with the Board, and which may relate to the business of the Company or any other member of the Group. The Independent</p>

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	<p>Director will be required to serve on such committees as the Board may request and on the board of material subsidiaries of the Company.</p> <p>The Independent Directors are highly experienced professionals who have specialized knowledge and skills to guide the Company. Hence, their vast experience and knowledge are best suitable for the Company.</p>
5. Remuneration proposed	<p>INR 35,00,000/- (Rupees Thirty-Five Lakh only), in addition to the sitting fees and re-imbursement of expenses for attending the Meetings of the Board of Directors and Committees thereof.</p>
6. 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)	<p>The Company has done an internal benchmarking and basis the same, the remuneration is justifiable considering the size and scale of the Company. Also, the proposed Independent Director of the Company is highly experienced professionals who have specialized knowledge and skills to guide the Company on latest technological developments, global market trends, consumer behavior, consumption pattern and other relevant indicators for business enhancement and product mix.</p> <p>Hence, the remuneration proposed to her is justified and commensurate with the size of the Company in the industry.</p>
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	<p>There is no pecuniary relationship of the appointee independent director with Company or with any managerial personnel other than remuneration and sitting fees proposed to be paid to the appointee independent director, as mentioned in the aforesaid resolution.</p>
III. Other Information	
1. Reasons of loss or inadequate profits	<p>The Company has made investments in various business segments, which resulted into losses.</p>
2. Steps taken or proposed to be taken for improvement	<p>The Company has several revenue drivers i.e., media solutions offered to car manufacturers, technology solutions offered to dealers, lead business etc. and the Company is confident to earn sufficient revenues in</p>

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	the coming years to cover its operating expenses going forward.
3. Expected increase in productivity and profits in measurable terms	The revenues of the various business segments of the Company have increased significantly. The Company expects to surpass the current growth rate in the coming financial year and going forward.

Except Ms. Sutapa Banerjee, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise, in the Resolution at Item No. 2 of the accompanying notice.

The Board recommends the Special Resolution to Item No. 2 of the notice for the approval of the members by way of Special Resolution.

Item No. 3: To approve the revision in remuneration of Mr. Parthasarathy Vankipuram Srinivasa (DIN: 00125299), Independent Director of the Company.

Legal provisions and background:

Section 197 of the Companies Act, 2013 (“Act”), as amended, permits the payment of remuneration to Directors who are neither Managing Director nor Whole-time Directors, more than 1% or 3% of the net profits of a company by obtaining approval of the shareholders in general meeting by special resolution.

Further, if in any financial year, a company has no profits or its profits are inadequate, the company shall not pay its Non-Executive Directors, including an Independent Director, any remuneration except in accordance with the provisions of Companies Act, 2013 read with Schedule V of the Companies Act, 2013. The remuneration thresholds as prescribed in Schedule V of the Act can be exceeded by passing a special resolution by the Members of the Company.

Rationale and proposal:

The Independent Directors of the Company play an important role in overseeing the governance, performance and sustainable growth of the Company. Independent Directors bring valuable knowledge, skills, expertise, and an objective perspective, contributing strategic insights and experience. Their presence enhances diversity in the Board’s decision-making process, strengthening the overall effectiveness of governance and business operations.

With the enhanced corporate governance requirements, increased responsibilities and duties of the Directors under the Act and the competitive business environment, the role of the Board, particularly the Independent Directors, has become more onerous, requiring enhanced level of decision-making ability, greater time commitments with high level of oversight.

The Board of Directors appointed Mr. Parthasarathy Vankipuram Srinivasa, as an Additional Independent Director and approved his remuneration on April 18, 2022. The appointment and remuneration was also approved by the shareholders on April 29, 2022. Considering the contribution of Mr. Parthasarathy

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Vankipuram Srinivasa, Independent Director of the Company to the Board's decision-making process through his expertise, insights and guidance, it is proposed to revise his remuneration from INR 25,00,000/- per annum to INR 35,00,000/- per annum with effect from April 01, 2025. This revised remuneration shall be in addition to the sitting fee and reimbursement expenses related to attending meetings of Board of Directors and its Committees, as approved by the Board and members of the Company from time to time, and subject to limits prescribed under Schedule V of the Companies Act, 2013.

The Company has not defaulted in payment of dues to any bank or public financial institution or any other secured creditors.

Additional information pursuant to Schedule V of the Act:

I. General Information	
1. Nature of industry	<p>The Company is primarily engaged in the business of providing online search-related services, information about new and used automobiles to the consumers and automobile dealers. The Company is an online service provider which connects automobile dealers and customers. It also provides through its websites namely Cardekho.com, Bikedekho.com, PriceDekho.com, and Zigwheels.com internet marketing and technology solutions to Original Equipment Manufacturers ("OEM's") and dealers.</p> <p>It also has tie-ups with OEM's and automotive dealers and provides them with rich array of tech-enabled tools. These are web-based and mobile applications for dealer sales executives to manage leads, cloud services for tracking sales performance, call tracker solutions, digital marketing support, virtual online showroom, and outsourced lead management operational processes for taking consumers from enquiry to sale.</p>
2. Date or expected date of commencement of commercial production	Not Applicable, since the Company has already commenced business activity. The Company was incorporated on 21 st December 2006.
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

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<p>4. Financial performance based on given indicators as per Audited Financial Statements for the year ended 31st March, 2024</p>	<table> <tr> <th>Particulars</th><th>F.Y. 2023-24 (amount in INR Lakhs)</th></tr> <tr> <td>Total Income</td><td>77,715</td></tr> <tr> <td>Depreciation</td><td>879</td></tr> <tr> <td>Tax Expense</td><td>-</td></tr> <tr> <td>Total Expense</td><td>73,986</td></tr> <tr> <td>Net Profit/(Loss)</td><td>(903)</td></tr> <tr> <td>Paid-up Capital</td><td>45.73</td></tr> <tr> <td>Reserves and Surplus</td><td>1,60,749</td></tr> </table>	Particulars	F.Y. 2023-24 (amount in INR Lakhs)	Total Income	77,715	Depreciation	879	Tax Expense	-	Total Expense	73,986	Net Profit/(Loss)	(903)	Paid-up Capital	45.73	Reserves and Surplus	1,60,749
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<p>5. Foreign investments or collaborations, if any</p>	<p>The Company has received Foreign Direct Investment under FDI guidelines. As on the date of this notice, out of total shareholding of the Company, 70.64% (approx.) on diluted basis, is held by Foreign Investor. Further, the Company has following foreign subsidiaries:</p> <ol style="list-style-type: none"> 1. Carbay Pte. Ltd., Singapore (Subsidiary) 2. PT. Carbay Services Indonesia, Indonesia (Step down subsidiary) 3. Carbay Philippines Inc., Philippines (Step down subsidiary) 4. Carbay Services Malaysia Sdn. Bhd., Malaysia (Step down subsidiary) 5. Carbay Finserv Pte. Ltd. (Singapore) (Step down subsidiary) 6. OTO (Thailand) Co. Ltd. (Thailand) (Step down subsidiary) 7. Pt. Finsso Nusantara Finance, (Step down subsidiary) 																
<p>II. Information about the appointee:</p>																	
<p>1. Background Details</p>	<p>Dr. V S Parthasarathy is a distinguished business and corporate leader with nearly four decades of extensive experience in finance, technology, strategy, and corporate governance. He is best known for his strategic leadership roles, especially in the automobile, technology, and IT services sectors. His expertise spans public markets, stakeholder management, financial management, operations, mergers and acquisitions, and digital transformation. With his gracious presence as an Independent Board member on a few of the most impactful companies in this country, he is playing a vital role in building Bharat 2.0.</p>																

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2. Past Remuneration	Rs. 25,00,000/- per annum
3. Recognition or awards	<p>-Yes Bank Hall of Fame Award;</p> <p>- Best CFO of India Award by IMA Corporate Excellence Awards;</p> <p>- Digital Icon of India Award by HPE;</p> <p>- CIO 100 – Hall of Fame by CIO after winning the awards for four consecutive years.</p> <p>Recently, he has being awarded by IDEA Awards, 2025 – Best Independent Director (Unlisted Company).</p>
4. Job profile and suitability	<p>The Independent Director are expected to devote such time as is necessary for the proper performance of their duties and as an Independent Director and will be involved in a number of board and committee meetings each year.</p> <p>The Independent Director is expected to perform his/her duties, whether statutory, fiduciary or common law, faithfully, efficiently and diligently to a standard commensurate with both the functions of his/ her role and knowledge, skills and experience. The Independent Director will have to perform all the usual duties as an independent director under Company law, including attendance at board meetings, the annual general meeting, meetings of independent directors, meetings with investors and shareholders and other Board events such as site visits, together with such additional duties as may be agreed with the Board, and which may relate to the business of the Company or any other member of the Group. The Independent Director will be required to serve on such committees as the Board may request and on the board of material subsidiaries of the Company.</p> <p>The Independent Directors are highly experienced professionals who have specialized knowledge and skills to guide the Company. Hence, their vast experience and knowledge are best suitable for the Company.</p>
5. Remuneration proposed	INR 35,00,000/- (Rupees Thirty-Five Lakh only), in addition to the sitting fees and re-imbursement of expenses for attending the Meetings of the Board of Directors and Committees thereof.

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6. 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)	<p>The Company has done an internal benchmarking and basis the same, the remuneration is justifiable considering the size and scale of the Company. Also, the proposed Independent Director of the Company is highly experienced professionals who have specialized knowledge and skills to guide the Company on latest technological developments, global market trends, consumer behavior, consumption pattern and other relevant indicators for business enhancement and product mix.</p> <p>Hence, the remuneration proposed to him is justified and commensurate with the size of the Company in the industry.</p>
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	There is no pecuniary relationship of the appointee independent director with Company or with any managerial personnel other than remuneration and sitting fees proposed to be paid to the appointee independent director, as mentioned in the aforesaid resolution.
III. Other Information	
1. Reasons of loss or inadequate profits	The Company has made investments in various business segments, which resulted into losses.
2. Steps taken or proposed to be taken for improvement	The Company has several revenue drivers i.e., media solutions offered to car manufacturers, technology solutions offered to dealers, lead business etc. and the Company is confident to earn sufficient revenues in the coming years to cover its operating expenses going forward.
3. Expected increase in productivity and profits in measurable terms	The revenues of the various business segments of the Company have increased significantly. The Company expects to surpass the current growth rate in the coming financial year and going forward.

Except Mr. Parthasarathy Vankipuram Srinivasa, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise, in the Resolution at Item No. 3 of the accompanying notice.

The Board recommends the Special Resolution to Item No. 3 of the notice for the approval of the members by way of Special Resolution.

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Item No. 4: To approve alteration in the object clause of Memorandum of Association of the Company.

It is hereby informed that the Company has executed a Business Transfer Agreement with Girnarsoft Automobiles Private Limited (GAPL), a wholly owned subsidiary of the Company on July 31, 2024 for the transfer of the B2B Auction and Classified Business of GAPL to the Company. Now the Company is proposing to do business transfer of the residual business of GAPL i.e. used car C2D and B2B upskilling and learning & development programs, B2C upskilling and sourcing, training and recruitment services to corporates ("Crack-Ed business"). For such purposes, the Company is required to alter the main objects of the Company to include the business proposed to be transferred from GAPL.

To carry out the aforesaid business activities, the Object Clause of the Memorandum of Association ("MOA") of the Company is required to be amended to include the same in the MOA. The Board of Directors in its meeting held on March 12, 2025, has approved the amendment to the MOA of the Company subject to the approval of the shareholders of the Company. Pursuant to Section 13 of the Companies Act 2013, any alteration to the Memorandum of Association requires approval of the shareholders by way of a Special Resolution.

None of the Directors, or their relatives, are in any way concerned or interested in the Resolution at Item No. 4 of the accompanying notice.

The Board of Directors recommends the resolution under Item no. 4 of the accompanying notice, for the approval of the members by way of Special Resolution.

Item No. 5: To approve an increase in Authorized Share Capital of the Company and subsequent alteration of the capital clause of Memorandum of Association.

It is hereby informed that in connection with the Company's proposed plans of capital structuring and initial public offerings in future and to ensure adequate capital structure alignment including bonus issue and other capital restructuring, it is proposed to increase the authorised share capital of the Company in accordance with the applicable provisions of the Companies Act, 2013.

Clause V of the Memorandum of Association of the Company specifies Authorised Share Capital of the Company which at present is Rs 50,77,380 (Fifty Lakh Seventy-Seven Thousand Three Hundred Eighty) divided into 3,97,644 (Three Lakh Ninety Seven Thousand Six Hundred Forty Four) Equity Shares of Re. 1/- (Rupee One) each; 2,356 (Two Thousand Three Hundred Fifty Six) Series 1 Equity Shares of Re. 1/- (Rupee One) each; 47,699 (Forty Seven Thousand Six Hundred Ninety Nine) 0.0001% Series A Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each; 24,300 (Twenty Four Thousand Three Hundred) 0.0001% Series A1 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each; 49,953 (Forty Nine Thousand Nine Hundred Fifty Three) 0.0001% Series B Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each; 11,648 (Eleven Thousand Six Hundred Forty Eight) 0.0001% Series B2 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 15,400 (Fifteen Thousand Four Hundred) 0.0001% Series B3 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 1,000 (One Thousand) 0.0001% Series B4 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 2,400 (Two Thousand Four Hundred) 0.0001% Series B5 Compulsorily Convertible

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Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 619 (Six Hundred Nineteen) 0.0001% Series B6 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 1,28,649 (One Lakh Twenty Eight Thousand Six Hundred Forty Nine) 0.0001% Series C Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 53,846 (Fifty Three Thousand Eight Hundred and Forty Six) 0.0001% Series D Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 12,224 (Twelve Thousand Two Hundred and Twenty Four) 0.0001% Series D1 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each and 1,20,000 (One Lakh Twenty Thousand) 0.0001% Series E Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each.

After the alteration of the Capital Clause, the total Authorized Share Capital will be Rs. 60,00,00,000 (Rupees Sixty Crores) divided into 58,86,20,264 (Fifty Eight Crores Eighty Six Lakh Twenty Thousand Two Hundred and Sixty Four) Equity Shares of Re. 1/- (Rupee One) each; 17,02,356 (Seventeen Lakh Two Thousand Three Hundred Fifty Six) Series 1 Equity Shares of Re. 1/- (Rupee One) each; 47,699 (Forty Seven Thousand Six Hundred Ninety Nine) 0.0001% Series A Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each; 24,300 (Twenty Four Thousand Three Hundred) 0.0001% Series A1 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each; 49,953 (Forty Nine Thousand Nine Hundred Fifty Three) 0.0001% Series B Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each; 11,648 (Eleven Thousand Six Hundred Forty Eight) 0.0001% Series B2 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 15,400 (Fifteen Thousand Four Hundred) 0.0001% Series B3 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 1,000 (One Thousand) 0.0001% Series B4 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 2,400 (Two Thousand Four Hundred) 0.0001% Series B5 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 619 (Six Hundred Nineteen) 0.0001% Series B6 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 1,28,649 (One Lakh Twenty Eight Thousand Six Hundred Forty Nine) 0.0001% Series C Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 53,846 (Fifty Three Thousand Eight Hundred and Forty Six) 0.0001% Series D Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 12,224 (Twelve Thousand Two Hundred and Twenty Four) 0.0001% Series D1 Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each, 1,20,000 (One Lakh Twenty Thousand) 0.0001% Series E Compulsorily Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten) each and 50,00,000 (Fifty Lakh) 0.0001% Series F Compulsorily Convertible Cumulative Preference Shares of Re. 1/- (Rupee One) each.

Alteration of the Capital Clause of the Memorandum of Association of the Company is proposed in consequence of the increase in the Authorized Share Capital of the Company.

As per Sections 13 and 61 of the Companies Act, 2013 (“Act”), any increase in the Authorized Share Capital and the consequent amendment to the Memorandum of Association of the Company requires the consent and approval of the Members of the Company by passing an ordinary resolution in the General Meeting.

None of the Directors, key managerial person or their respective relatives is/are concerned or interested financial or otherwise in the Resolution at Item No. 5 of the accompanying notice.

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The Board of Directors recommends the resolution stated at Item No. 5 of the accompanying Notice, for the approval of the Members of the Company by way of an Ordinary Resolution.

**By Order of the Board of Directors
For Girnar Software Private Limited**

**Sd/-
Gaurav Dutta
Company Secretary
Membership Number: A24445**

**Date: 13.03.2025
Place: Gurugram**

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ANNEXURE - A

Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U72200RJ2006PTC023499

Name of the Company: Girnar Software Private Limited

Registered Office: Girnar-21, Govind Marg, Moti Doongari Road, Dharam Singh Circle, Jaipur- 302004, Rajasthan

Name of the Member:

Registered Address:

E-Mail Id:

Folio No. / Client ID:

DP Id: -

I/We, being the member (s) of _____ shares of the above-mentioned company, hereby appoint:

1. Name:	2. Name:	3. Name:
Address:	Address:	Address:
E-mail Id:	E-mail Id:	E-mail Id:
Signature:.....	Signature:.....	Signature:.....

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra-Ordinary General Meeting of the Company to be held at a shorter notice on March 21, 2025 at 4:00 P.M. at 5th Floor, Jaipur Textile Market, B-2, Near Model Town, Malviya Nagar, Jaipur, Rajasthan- 302017 and any adjournment thereof in respect of such resolution set out in the Notice convening the Meeting, as are indicated below:

S. No.	Resolution	For	Against
Special Business			
Item No. 1	To appoint Ms. Sutapa Banerjee (DIN: 02844650) as Independent Director of the Company.		
Item No. 2	To approve payment of remuneration to Ms. Sutapa Banerjee (DIN: 02844650), Independent Director of the Company.		
Item No. 3	To approve the revision in remuneration of Mr. Parthasarathy Vankipuram Srinivasa (DIN: 00125299), Independent Director of the Company.		
Item No. 4	To approve alteration in the object clause of Memorandum of Association of the Company.		
Item No. 5	To approve an increase in Authorized Share Capital of the Company and subsequent alteration of the capital clause of Memorandum of Association.		

Signed this _____ day of _____ 2025

Signature of Shareholder

Signature of Proxy Holder(s)

Affix revenue stamp

Girnar Software Pvt. Ltd.

Regd. Office: 21 Girnar, Govind Marg, Moti Doongari Road, Dharam Singh Circle, Jaipur-302004, Rajasthan.

Corporate Office (Gurugram): 9th Floor, M3M IFC, Golf Course Extension Road, Sector 66, Gurugram- 122 002, Haryana, India

Tel: 124-680-3700

www.cardekho.com

CIN: U72200RJ2006PTC023499

compliance@girnarsoft.com

ANNEXURE - B

GIRNAR SOFTWARE PRIVATE LIMITED

Regd. Off: 'GIRNAR' 21, Govind Marg,
Moti Doongari Road, Dharam Singh Circle, Jaipur –302 004
CIN: U72200RJ2006PTC023499; website: www.cardekho.com;
e-mail: compliance@girnarsoft.com; Ph.: 01243041400

ATTENDANCE SLIP

(To be presented at the entrance)

EXTRAORDINARY GENERAL MEETING DATED MARCH 21, 2025 AT 4:00 P.M. (IST) AT 5TH FLOOR, JAIPUR TEXTILE MARKET, B-2, NEAR MODEL TOWN, MALVIYA NAGAR, JAIPUR, RAJASTHAN- 302017.

Folio No. _____

DP ID No. _____ Client ID No. _____

Name of the Member _____

Signature _____

Name of the Proxyholder _____

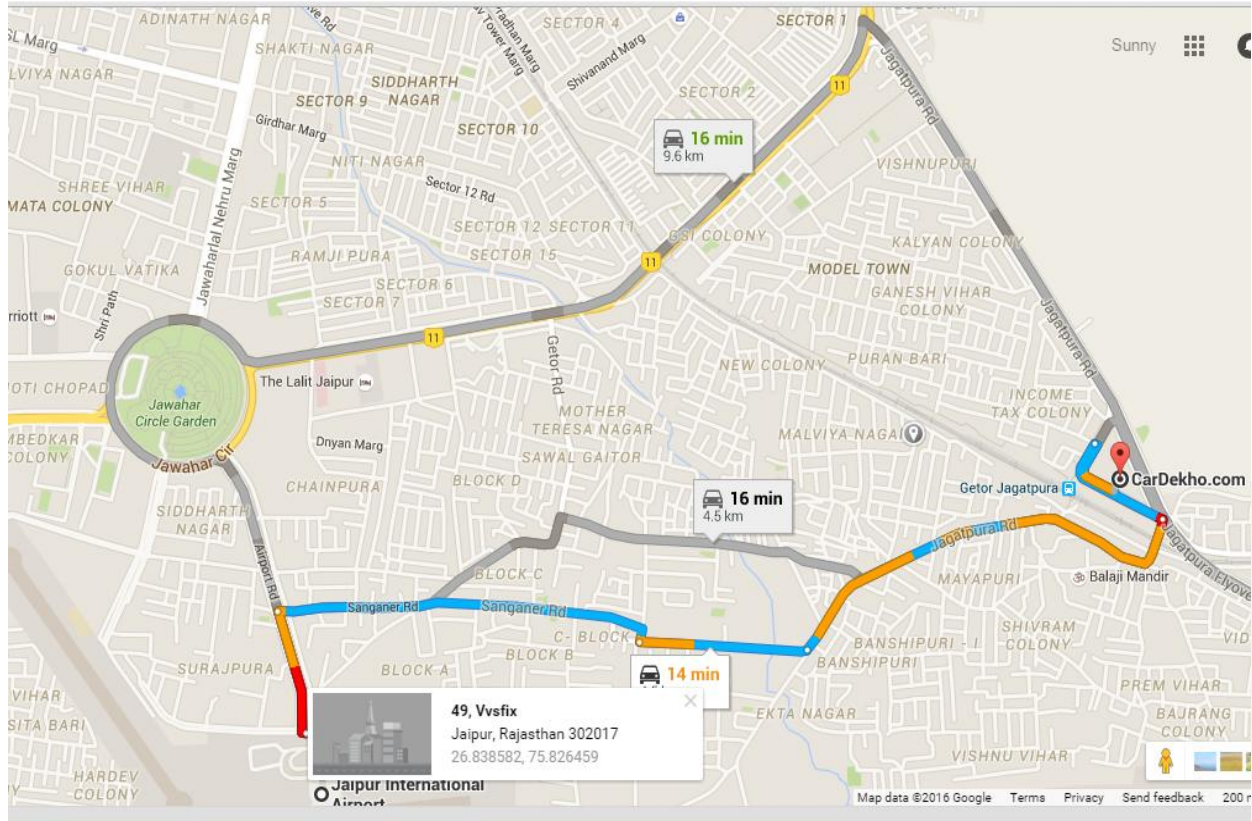
Signature _____

Note: Only Member/Proxy holder can attend the Meeting.

ANNEXURE - C

ROUTE MAP TO REACH THE EGM VENUE

Source - Google Maps:



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