

NOTICE OF ELEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT ELEVENTH ANNUAL GENERAL MEETING ("AGM") OF MEMBERS OF M3BI INDIA PRIVATE LIMITED ("COMPANY") WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT # C-307, TEERTH TECHNOSPACE, S. NO. 103, OFF MUMBAI BANGALORE HIGHWAY BANER, PUNE-411045, MAHARASHTRA, INDIA ON THURSDAY, 22ND DAY OF JUNE AT 09:00 AM (IST) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

- 1. To receive, consider, approve, and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.**

The members to discuss, consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act 2013 and rules made thereof including any statutory modification(s) or re-enactments thereof for the time being in force, the Balance Sheet as on March 31, 2023 and the Profit & Loss Statement and Cash Flow Statement for the period April 01, 2022 to March 31, 2023 together with the Schedules, Auditors Report and Boards Report thereto, as circulated among the members of the Company be and are hereby received, considered, approved and adopted.

RESOLVED FURTHER THAT any of the Directors be and hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and/ or expedient, to give effect to this resolution."

- 2. To re-appoint a Director in place of Mr. Kaushik Chatterjee [DIN: 09496994] who retires by rotation and being eligible, offers himself for re-appointment.**

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

"RESOLVED THAT pursuant to Section 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and provisions of the articles of association of the Company, the members of the company hereby accord for the appointment of Mr. Kaushik Chatterjee [DIN: 09496994] as a Director of the Company in Non- executive Category.

RESOLVED FURTHER THAT subject to approval of members, any one of the Director of the Company, be and is hereby severally authorized to: (i) sign and file all the necessary forms and other document as may be required with statutory authorities including the Registrar of Companies; (ii) do all such acts and deeds as may be required for the purpose of giving effect to said resolution; and (iii) authorize such person or persons as he deems fit to give effect to the aforesaid resolution."

- 3. To appoint M/S S R B C & CO LLP (ICAI Firm Registration No. 324982E/E300003) as Statutory Auditors of the Company and to authorise the Board of Directors of the company to fix their remuneration.**

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 provisions of Sections 139, 142 of the Companies Act, 2013 (the ‘Act’) and other applicable provisions, if any, of the Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force), M/S S R B C & CO LLP (ICAI Firm Registration No. 324982E/E300003), having office at Ground floor, Panchshil Tech Park, Yerwada, near Don Bosco School, Pune 411006, be and is hereby re-appointed as the Statutory Auditors of the Company for a period of five years commencing from the conclusion of this Annual General Meeting till the conclusion of 16th Annual General Meeting on such remuneration as may be mutually agreed between the said Auditors and Board of Directors of the Company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form(s) with the Registrar of Companies”

SPECIAL BUSINESS:

4. Regularization of additional Director, Mr. Sachin Zute (DIN: 10063881) as a Director in Non-Executive Category.

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

“RESOLVED THAT pursuant to Section 152, 160, 161 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and provisions of the articles of association of the Company, Mr. Sachin Zute (DIN: 10063881) who was appointed as an additional Director of the Company with effect from March 29, 2023 and who holds office as such, until the conclusion of 11th Annual General Meeting of the Company and in respect of whom, the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing his candidature for the office of Directorship; be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation with immediate effect.

RESOLVED FURTHER THAT any one of the directors of the Company, be and is hereby severally authorized to: (i) sign and file all the necessary forms and other document as may be required with statutory authorities including the Registrar of Companies; (ii) do all such acts and deeds as may be required for the purpose of giving effect to said resolution; and (iii) authorize such person or persons as he deems fit to give effect to the aforesaid resolution.

By the order of the Board

For M3BI INDIA PRIVATE LIMITED

Director

Name: Vijay Kumar Anumolu

DIN: 08986023

Date: May 10, 2023

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED BEFORE THE COMMENCEMENT OF THE MEETING.
3. Members/ Proxies should fill the attendance slip for attending the Meeting.
4. The Proxies should carry their identity proof i.e., a Pan Card / Aadhaar card / Passport / Driving License.
5. Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting are requested to forward a certified copy of Board Resolution authorizing their representative to attend and vote at the Annual General Meeting either to the Company in advance or submit the same at the venue of the General Meeting.
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act'), in respect of the Special Business to be transacted at the 11th Annual General Meeting ('AGM' or the 'Meeting') is annexed in **Annexure A** forming part of this notice.
7. Brief profile and other information of Directors proposed to be appointed/ re-appointed is annexed hereto in **Annexure B** forming part of this notice.
8. All documents referred to in the accompanying notice and the explanatory statement as well as the other documents as required under the provisions of the Companies Act, 2013 and rules made thereunder, are open for inspection at the registered office & corporate office of the Company on all working days between 11:00 a.m. to 1:00 p.m. up to the date of this annual general meeting.
9. Route map to the venue of this meeting, proxy form and attendance slips forms part of this notice and are enclosed in enclosed **Annexure C** forming part of this notice.

ANNEXURE A: EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT")

Item No. 4

Regularization of additional Director, Mr. Sachin Zute (DIN: 10063881) as a Director in Non-Executive Category.

Mr. Sachin Zute (DIN: 10063881) was appointed as an Additional Director (Non-Executive) of the Company with effect from March 29, 2023, pursuant to (a) the provisions of Section 161 of the Companies Act, 2013 (the 'Act') read with Companies (Appointment and Qualification of Directors) Rules, 2014 and holds office up to the date of this Annual General Meeting and is eligible for appointment as a Director. Mr. Sachin Zute is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013, given his background and experience and contributions made by him during his tenure, his continued association would be beneficial to the Company, and it is desirable to continue to avail his services as a Director.

Notice stipulated under Section 160 of the Act has been received proposing his candidature for appointment as Director of the Company. Further, the Board has approved his appointment as a Director in Non-Executive Category, subject to approval of shareholders in its meeting held on May 10, 2023. The terms and conditions of the appointment are set out in a draft Appointment letter to be issued to Mr. Sachin Zute by the Company.

The Board recommends the passing of the resolution as set out at Item No. 4 of the Notice of the AGM as an ordinary resolution.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Sachin Zute, the proposed appointee, is concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 to the Notice.

A copy of the Board Resolution and the draft appointment letter issued to Mr. Sachin Zute, will be available for inspection between 11.00 a.m. to 01.00 p.m. on all working days (Monday to Friday) at the Registered Office of the Company up to the date of this annual general meeting.

ANNEXURE B

INFORMATION PURSUANT TO THE PROVISIONS OF THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA REGARDING THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED

Item No. 2

Name of the Director	Mr. Kaushik Chatterjee
Age	47
Qualification	BTech, PGDM (MBA equivalent)
Experience	Up to 17 years of experience
Terms and conditions of appointment or re-appointment along with details of remuneration	To refer to the Appointment letter
Remuneration last Drawn	NIL
Date of first appointment on the Board	February 10, 2022
Shareholding in the Company	One share on behalf of Zensar Technologies Ltd.
Relationship with other Directors, Managers and other Key Managerial Personnel	NIL
No. of Meetings of the Board attended during the year	5
Other Directorships	NIL
Membership/Chairmanship of Committees of other Boards	NIL

Item No. 4

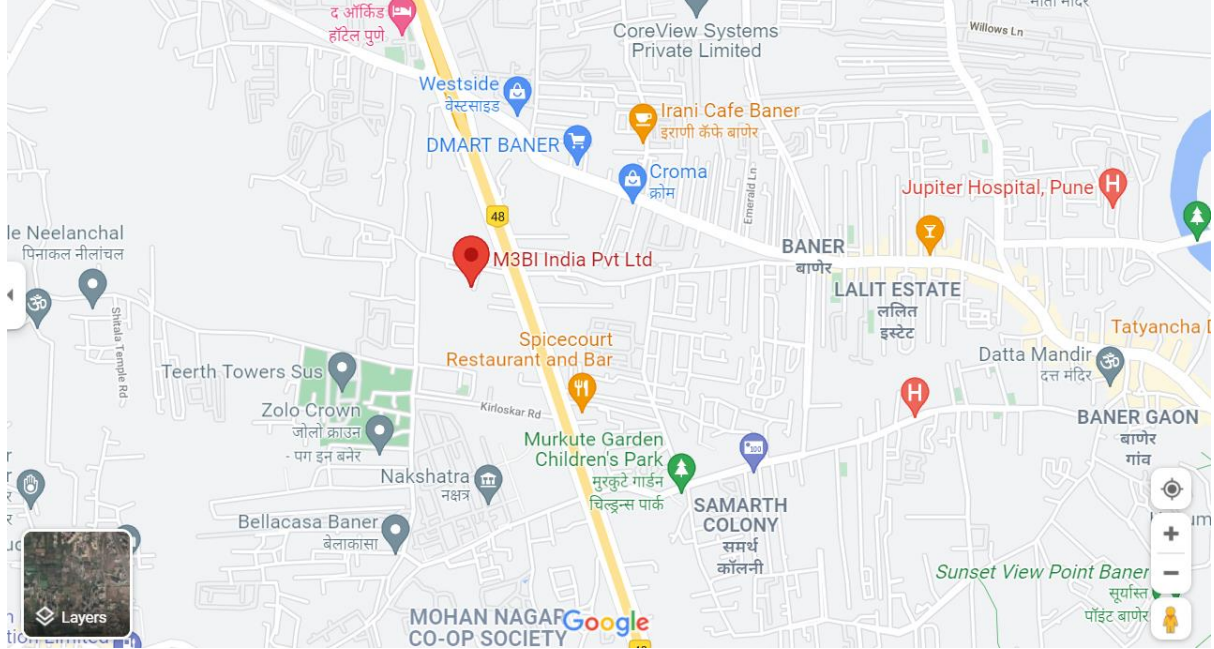
Name of the Director	Mr. Sachin Zute
Age	45
Qualification	Master's in management studies from University of Mumbai and Stanford Innovation & Entrepreneurship Certificate from Stanford University, CA, USA
Experience	More than 23 years of experience
Terms and conditions of appointment or re-appointment along with details of remuneration	Non – Executive Director
Remuneration last Drawn	NIL
Date of first appointment on the Board	March 29, 2023
Shareholding in the Company	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel	NIL



M3bi India Private Ltd
CIN: U72200PN2012FTC142660
Reg Office: Unit # C-307, Teerth
Technospace, S. No. 103,
Off Mumbai-Bangalore Highway, Baner,
Pune-411045
Phone No: 020 67098200/204
Email: companysecretarial@zensar.com

No. of Meetings of the Board attended during the year	0
Other Directorships	<p>2. Director in following Companies-</p> <ul style="list-style-type: none">a. Zensar Technologies (Singapore) Pte. Ltd.b. Foolproof (SG) Pte Ltd.c. Zensar Technologies (Canada) Inc.d. Zensar Technologies GmbH.e. Zensar Colombia S.A.S.f. Zensar Africa (Holdings) Pty. <p>Additionally, Sachin Zute is the CFO of Zensar Technologies Ltd.</p>
Membership/Chairmanship of Committees of other Boards	NA

ANNEXURE C - ROUTE MAP OF THE VENUE OF THE MEETING





M3bi India Private Ltd
CIN: U72200PN2012FTC142660
Reg Office: Unit # C-307, Teerth
Technospace, S. No. 103,
Off Mumbai-Bangalore Highway, Baner,
Pune-411045
Phone No: 020 67098200/204
Email: companysecretarial@zensar.com

M3BI INDIA PRIVATE LIMITED
Corporate Identification No. (CIN) – (U72200PN2012FTC142660)
Registered Office: Unit # C-307, Teerth Technospace, S. No. 103, Off Mumbai Bangalore Highway, Baner, Pune-411045

ATTENDANCE SLIP
(To be presented at the entrance)

I/we, hereby record my/our presence at the 11th ANNUAL GENERAL MEETING of the Company to be held on Thursday, June 22, 2023, at 09:00 AM at the registered office of the Company situated at UNIT # C-307, Teerth Technospace, S. No. 103, Off Mumbai Bangalore Highway Baner, Pune-411045, Maharashtra, India and at any adjournment thereof.

Folio No..... No. of shares held.....

Name of the Member Signature.....

Name of the Proxy holder Signature.....

Note:

1. Only Member/Proxy holder can attend the Meeting
2. Member/Proxy holder should bring his/her copy of the Notice for reference at the Meeting



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M3BI INDIA PRIVATE LIMITED
Corporate Identification No. (CIN) – (U72200PN2012FTC142660)
Registered Office: Unit # C-307, Teerth Technospace, S. No. 103, Off Mumbai Bangalore Highway, Baner, Pune-411045

PROXY FORM

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

Name of the Member (s) :

Registered address :

Folio No.

I/We, being the member ofshares of M3bi India Private Limited, hereby appoint:

Name:.....Address.....
.....signature.....

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the ANNUAL GENERAL MEETING of the Company to be held on Thursday, June 22, 2023 at 09:00 AM at the registered office of the Company situated at UNIT # C-307, Teerth Technospace, S. No. 103, Off Mumbai Bangalore Highway Baner, Pune-411045, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To re-appoint a director in place of Mr. Kaushik Chatterjee [DIN: 09496994] who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/S S R B C & CO LLP (ICAI Firm Registration No. 324982E/E300003) as Statutory Auditors of the Company and to authorise the Board of Directors of the company to fix their remuneration.

SPECIAL BUSINESS:

4. Regularization of additional Director, Mr. Sachin Zute (DIN: 10063881) as a director in Non-Executive Category.

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

Notes to Proxy Form:

1. The Proxy, to be effective should be deposited at the registered office of the Company s before the commencement of the meeting. Proxies may be accepted at a shorter period, before the commencement of the meeting, if the articles so provide.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders Seniority shall be determined by the order in which the names stand in the register of members
4. This form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the Box. If a member leaves the 'For' or 'Against' column blank against any or all the resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the resolution.
7. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns 'For' or 'Against' as appropriate.
8. An instrument of Proxy duly filled, stamped and signed, is valid only for the meeting to which it relates including any adjournment thereof.
9. An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
10. The Proxyholder should prove his identity at the time of attending the meeting.
11. A proxy form which does not state the name of the Proxy should not be considered valid.
12. If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.
13. If a company receives multiple Proxies for the same holdings of a member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
14. If a Proxy had been appointed for the original meeting and such meeting is adjourned, any proxy given for the adjourned meeting revokes the proxy given for the original meeting.
15. A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
16. A Proxy is valid until written notice of revocation has been received by the company before the commencement of the meeting or adjourned meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the member. Even an undated letter of revocation of Proxy should be accepted. Unless the articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.
17. Requisitions, if any, for inspection of Proxies should be received in writing from a member at least three days before the commencement of the Meeting.
18. Proxies should be made available for inspection during the period commencement of the meeting and ending with the conclusion of the meeting.
