


**NOTICE OF THE 3<sup>RD</sup> BOARD MEETING (BM03/2025-26) OF INDIUM SOFTWARE (INDIA)  
PRIVATE LIMITED**

Notice is hereby given that the 3<sup>rd</sup> Meeting (BM03/2025-26) of the Board of Directors of the Company will be held at 10:00 a.m. (IST) on Wednesday, 6<sup>th</sup> August 2025 at Plot No.1, Fortius Block, 3<sup>rd</sup> Floor, Olympia Technology Park, 100 Feet Road, SIDCO Industrial Estate, Guindy, Chennai – 600032, to transact the following business.

1. To grant leave of absence, if any.
2. To take note of the Minutes of the previous Board Meeting dated 30<sup>th</sup> May 2025.
3. Adoption of Limited Review Financials for quarter ended 30<sup>th</sup> June 2025.
4. Approval for payment of remuneration to Mr. Basab Pradhan, Director (DIN: 00892181) for Q1 of FY 2025-26.
5. Approval for payment of remuneration to Mr. Srinivas Bangalore Gangaiah, Director (DIN: 00517585) for Q1 of FY 2025-26.
6. Approval for increase of remuneration and performance bonus to Mr. Ramchander Sukumar (DIN: 00266298)
7. Any other business with the approval of the Chairperson.

Kindly make it convenient to attend the meeting.

**For INDIUM SOFTWARE (INDIA) PRIVATE LIMITED**

  
**B. VIJAYSHANKAR**  
**DIRECTOR**  
**DIN: 01680470**



Place : Chennai

Date : 29<sup>th</sup> July 2025

To:

All the Directors

**INDIUM SOFTWARE (INDIA) PRIVATE LIMITED**

CIN: U72200TN1999PTC042263

**Regd. Office:** No.64, "Ganesh Chambers", Eldams Road, Teynampet, Chennai – 600 018

**Bangalore Office:** #502, 5<sup>th</sup> Floor, Southern Wing (B – Wing), Embassy Prime, Dr. APJ Abdul Kalam Road,  
Krishnappa Garden, C V Raman Nagar, Bengaluru - 560093

Note:

1. The Members of the Board are requested to note that a facility to attend the meeting via video conferencing is available. Directors may attend the meeting either physically or through video conferencing. The link to attend the meeting through video conferencing has been shared with you and mentioned below for your convenience:

<https://eqtpartners.zoom.us/j/86733019091?pwd=NVB59qseooh96ovhaZaC1t79wtgiSx.1>

Meeting ID: 867 3301 9091

Passcode : 415250

2. The proposed resolutions pursuant to the agenda listed above are enclosed herewith for your reference.

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## **PROPOSED RESOLUTIONS:**

### **3. Adoption of Limited Review Financial Results for the quarter ended 30<sup>th</sup> June 2025:**

“**RESOLVED THAT** pursuant to regulation 51(1) and 52(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the limited review standalone financial results along with the Limited Review Report for the quarter ended 30<sup>th</sup> June 2025, placed before the meeting be and are hereby approved.”

“**RESOLVED FURTHER THAT** Mr. S. Ramchander and Mr. B. Vijayshankar, Directors, Mr. Vaibhav Goyal, Chief Financial Officer and Mr. Pavan Raghavendra Cheruvu, Company Secretary of the Company, be and are hereby severally authorised to sign the aforementioned standalone financial results and also to do all other acts, deeds and things as may be required to give effect to the above resolution.”

### **4. Approval for payment of remuneration to Mr. Basab Pradhan, Director (DIN: 00892181) for Q1 of FY 2025-26:**

“**RESOLVED THAT** pursuant to section 149 of the Companies Act, 2013, the Companies (Appointment and Qualifications) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the Rules issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the Board be and is hereby accorded for the payment of a profit-related commission of USD 50,000 (USD Fifty Thousand only) subject to deduction of tax at source at applicable rates to Mr. Basab Pradhan for the period 1<sup>st</sup> April 2025 to 30<sup>th</sup> June 2025.”

“**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby, jointly and severally, authorised to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient to give full effect to the above resolution including filing of any forms and to provide a copy of this resolution certified to be true to anyone concerned or interested in this matter.”

### **5. Approval for payment of remuneration to Mr. Srinivas Bangalore Gangaiah, Director (DIN: 00517585) for Q1 of FY 2025-26:**

“**RESOLVED THAT** pursuant to section 149 of the Companies Act, 2013, the Companies (Appointment and Qualifications) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the Rules issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the Board be and is hereby accorded for the payment of profit-related commission of USD 25,000 (USD Twenty-Five Thousand only) subject to deduction of tax at source at applicable rates to Mr. Srinivas Bangalore Gangaiah for the period 1<sup>st</sup> April 2025 to 30<sup>th</sup> June 2025.”

“**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby, jointly and severally, authorised to do all such acts, deeds, matters and things as may be deemed necessary and/or

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expedient to give full effect to the above resolution including filing of any forms and to provide a copy of this resolution certified to be true to anyone concerned or interested in this matter.”

**6. Approval for increase of remuneration and performance bonus to Mr. Ramchander Sukumar (DIN: 00266298):**

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), approval be and is hereby accorded that the remuneration payable to Mr. S. Ramchander, Director (DIN: 00266298) be increased from Rs. 2.75 crores to Rs. 2.97 crores per annum, Performance-linked Pay of Rs. 3.24 crores per annum and Rs. 2.84 lakhs per month as monthly reimbursements for the financial year 2025-26, with effect from 1<sup>st</sup> July 2025.”

“**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby, jointly and severally, authorised to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient to give full effect to the above resolution including filing of any forms and to provide a copy of this resolution certified to be true to anyone concerned or interested in this matter.”

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