

SIGMA SOLVE LIMITED

(FORMERLY KNOWN AS PRESH SOFTWARE PRIVATE LIMITED)

REGD. OFFICE: 305-308, 3RD FLOOR, ALPHA MEGACONE HOUSE, OPP. ARMIEDA, SINDHU BHAVAN
ROAD, S G HIGHWAY, AHMEDABAD -380054 GUJARAT, INDIA

CIN: U72200GJ2010PLC060478

EXTRACT OF THE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY AT THEIR BOARD MEETING HELD ON 10.07.2019 AT THE REGISTERED OFFICE OF THE COMPANY

APPOINTMENT OF MRS. KALPANA PARIKH PRAKASHBHAI [DIN 3019957] AS A WHOLE-TIME DIRECTOR OF THE COMPANY:

"RESOLVED THAT pursuant to provision of section 197, 198 and 203 read with schedule V and other applicable provision, if any, of the companies Act, 2013 (including any statutory modification or re-enactment(s) thereof, for the time being in force), subject to approval of members in the General Meeting and subject to approval of Central Government and such other consents and permission as may be necessary, and subject to such modification, variations as may be approved and acceptable to the appointee, the consent of the Board of Director be and is hereby accorded for the appointment of MRS. KALPANA PARIKH PRAKASHBHAI [DIN 3019957] Whole-Time Director of the company for a period of 5 (Five) years w.e.f 10.07.2019 with the below mentioned terms and conditions and remuneration:"

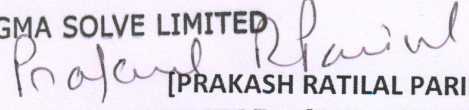
1. She shall be entitled to the following remuneration:

- i) **Salary:** Rs.1,50,000/- (Rupees One Lac fifty Thousand Only) per month. W.e.f 01.07.2019
- ii) In addition to the salary, he shall be entitled to the perquisites which shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rule, perquisites shall be evaluated at actual cost, details as follows:
- iii) **Commission:** In addition to the salary, perquisites and allowances as set out above, she shall be entitled to receive commission on net profits. The commission payable to her will be determined by the Board for each financial year. The overall remuneration including commission shall not exceed 5% of the net profits of the Company as computed in the manner referred to under Section 198 of the Act, or any statutory modification(s) or re-enactment thereof
- iv) **Perquisites**
 - a) **Medial Reimbursement:** Expenses incurred for the appointee subject to the rules of the Company within the overall ceiling as defined under the Companies Act, 2013 or any other applicable Act.
 - b) **Leave Travel Assistance:** Business Class Air Fare, with full payment and allowances, as per the rules of the Company, for self and family once in a year to any destination. Family defined as spouse and dependent children. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.
 - c) **Club Fees:** Fees and expenses at clubs subject to a maximum of two clubs. This will not include life membership fees.

- d) **Personal accident insurance:** As per rules of Company.
 - e) **Employer's contribution to Provident fund/superannuation fund:** As per Rules of the Company.
 - f) **Gratuity:** Gratuity payable shall be at the rate of 15 days salary for each completed year of service in accordance with the rules.
 - g) **Car/Telephone/Electricity:** Car with chauffer for use on Company's business and telephone/ tele-fax/ Electricity facilities at residence will be provided to the appointee. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the appointee. The aforesaid remuneration will be subject to the limit of 5% of the net profits as laid down under section 198 of the Companies Act, 2013.
2. In the event of absence of and inadequacy of profits in any financial year the Managing Director shall be entitled to receive the above remuneration as minimum remuneration.
 3. The Company will reimburse to the Managing Director such expenses as he may incur on behalf of the Company.
 4. The Whole-time Director will be entitled to the unprivileged leave on full pay and allowances as per the rules of the Company not exceeding one month's leave for every eleven months' of service.
 5. The Whole-time Director shall not be liable to retire by rotation. If the condition of the provision are not satisfying the Whole-time can be included for retire by rotation
 6. The Whole-time shall not be entitled to receive any sitting fee for attending the meeting of the Board of Directors or committee thereof from the date of his appointment."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters as may be necessary in this regard, to give effect to the foregoing resolution."

**CERTIFIED TRUE COPY
FOR, SIGMA SOLVE LIMITED**

SIGMA SOLVE LIMITED

[PRAKASH RATILAL PARIKH]
DIRECTOR [DIN: 03019773]
DIRECTOR

SIGMA SOLVE LIMITED

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REGD. OFFICE: 305-308, 3RD FLOOR, ALPHA MEGACONE HOUSE, OPP. ARMIEDA, SINDHU BHAVAN
ROAD, S G HIGHWAY, AHMEDABAD -380054 GUJARAT, INDIA

CIN: U72200GJ2010PLC060478

EXTRACT OF THE COPY OF SEPECIAL RESOLUTION PASSED BY THE MEMBERS OF THE
COMPANY AT THEIR EXTRA ORDINARY GENERAL MEETING HELD ON 05.08.2019 AT 11.00
A.M. AT THE COMPANY'S REGISTERED OFFICE

**APPOINTMENT OF MRS. KALPANA PARIKH PRAKASHBHAI [DIN 3019957] AS A WHOLE-TIME DIRECTOR
OF THE COMPANY:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), consent and approval of the members of the Company be and is hereby accorded to the appointment of **MRS. KALPANA PARIKH PRAKASHBHAI [DIN 3019957]** as a Whole-time Director of the Company for a period of 5 (five) years with effect from 10.07.2019, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed herewith, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/ or remuneration, subject to the same not exceeding the limits specified under Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof .

"FURTHER RESOLVED THAT the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits then he shall be entitled to receive the above remuneration as minimum remuneration."

"FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent as may be required in this regard."

"RESOLVED FURTHER THAT any one Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SIGMA SOLVE LIMITED

Prakash Ratilal Parikh

DIRECTOR

CERTIFIED TRUE COPY

FOR, SIGMA SOLVE LIMITED

[PRAKASH RATILAL PARIKH]

[DIN: 03019773]

DIRECTOR

**EXPLANATORY STATEMENT
AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

MRS. KALPANA PARIKH PRAKASHBHAI [DIN 3019957] is a Co-founder of the Company. She is a promoter and director of the Company. He is having a vast experience in the field of IT field.

Keeping in view, the knowledge, expertise and experience of MRS. KALPANA PARIKH PRAKASHBHAI [DIN 3019957], the Board of Directors of the Company (the 'Board'), at its meeting held on 10.07.2019 has approved appointment of MRS. KALPANA PARIKH PRAKASHBHAI [DIN 3019957] as a Whole-time Director of the Company for a period of 5 (five) years with effect from 10.07.2019 with remuneration as approved by the Board. It is proposed to seek members' approval for the appointment of and remuneration payable to MRS. KALPANA PARIKH PRAKASHBHAI [DIN 3019957] as a whole-time Director in terms of the applicable provisions of the Companies Act, 2013 ("the Act").

The particulars of the terms of appointment of and remuneration payable to MRS. KALPANA PARIKH PRAKASHBHAI [DIN 3019957] are as under:

1. She shall be entitled to the following remuneration:

- i) **Salary:** Rs.1,50,000/- (Rupees One Lac fifty Thousand Only) per month.w.e.f 01.07.2019
- ii) In addition to the salary, he shall be entitled to the perquisites which shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rule, perquisites shall be evaluated at actual cost, details as follows:
- iii) **Commission:** In addition to the salary, perquisites and allowances as set out above, she shall be entitled to receive commission on net profits. The commission payable to her will be determined by the Board for each financial year. The overall remuneration including commission shall not exceed 5% of the net profits of the Company as computed in the manner referred to under Section 198 of the Act, or any statutory modification(s) or re-enactment thereof
- iv) **Perquisites**
 - a) **Medial Reimbursement:** Expenses incurred for the appointee subject to the rules of the Company within the overall ceiling as defined under the Companies Act, 2013 or any other applicable Act.
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 - g) **Car/Telephone/Electricity:** Car with chauffeur for use on Company's business and telephone/ tele-fax/ Electricity facilities at residence will be provided to the

appointee. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the appointee. The aforesaid remuneration will be subject to the limit of 5% of the net profits as laid down under section 198 of the Companies Act, 2013.

2. In the event of absence of and inadequacy of profits in any financial year the Managing Director shall be entitled to receive the above remuneration as minimum remuneration.
3. The Company will reimburse to the Managing Director such expenses as he may incur on behalf of the Company.
4. The Whole-time Director will be entitled to the unprivileged leave on full pay and allowances as per the rules of the Company not exceeding one month's leave for every eleven months' of service.
5. The Whole-time Director shall not be liable to retire by rotation. If the condition of the provision are not satisfying the Whole-time can be included for retire by rotation
6. The Whole-time shall not be entitled to receive any sitting fee for attending the meeting of the Board of Directors or committee thereof from the date of his appointment."

SIGMA SOLVE LIMITED

CERTIFIED TRUE COPY
FOR, SIGMA SOLVE LIMITED

Prakash Ratilal Parikh
DIRECTOR

[PRAKASH RATILAL PARIKH]

[DIN: 03019773]

DIRECTOR

From: KALPANA PRAKASH PARIKH
A/503, Indraprastha -7
Opp Bodakdev Firestation,
Bodakdev Ahmedabad 380054 GJ In

CONSENT TO ACT AS WHOLE-TIME DIRECTOR

To,
The Board of Directors,
SIGMA SOLVE LIMITED,
AHMEDABAD

Date: 10.07.2019

Subject: Consent to act as WHOLE-TIME Director U/s 196 of Companies Act, 2013.

Dear Sir,

This is to submit that I, KALPANA PRAKASH PARIKH (DIN: 03019957) W/o Mr. PRAKASH PARIKH resident of A/503, INDRAPRASTHA -7 OPP BODAKDEV FIRESTATION, BODAKDEV AHMEDABAD 380054 GJ IN, the undersigned, having consented to act as a whole-time Director of the M/s. SIGMA SOLVE LIMITED pursuant to section 196 of Companies Act, 2013.

You are requested to take on record the same.

X *K. P. Parikh*

[KALPANA PRAKASH PARIKH]
DIN: 03019957