

NOTICE IS HEREBY GIVEN THAT THE TWENTY THIRD ANNUAL GENERAL MEETING ("AGM") OF THE SHAREHOLDERS OF CNERGYIS INFOTECH INDIA PRIVATE LIMITED ("COMPANY") WILL BE HELD ON FRIDAY, SEPTEMBER 29, 2023 AT 04:00 P.M. IST THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS. THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, KALPATARU PLAZA, CHINCHOLI BUNDER ROAD, MALAD (WEST), MUMBAI- 400064 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item No. 1: Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board and the Auditors thereon.

"RESOLVED THAT the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

SPECIAL BUSINESS:

Item No. 2: To amend "ZingHR Employee Stock Option Plan 2021" ("ZingHR ESOP Plan" / "Cnergyis ESOP Plan")

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 the Section 62(1)(b) read with Rule 12(5) of the Companies (Share Capital and Debenture) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, the provisions of the Memorandum and Article of Association of the Company, subject further to such other approvals, permissions and sanctions as may be necessary, subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Members of the Company be and is hereby accorded to the amended "ZingHR Employee Stock Option Plan 2021" ("ZingHR ESOP Plan" / "Cnergyis ESOP Plan"), being amended with a view to provide better exit mechanisms to the grantees, acceleration of vesting, cash settlement of vested options, flexible vesting and exercise mechanism and certain definitions are sought to be inserted / modified with a view to ensure appropriate incentivisation, compliance with applicable laws and efficient administration, a draft copy whereof after such amendment along with copy of resolution and explanatory statement is placed before this meeting initialled by the Chairman for the purpose of identification."

RESOLVED FURTHER THAT Mr. Prasad Rajappan, Managing Director and Mr. Venkat Balan, COO, the authorised representatives of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things regarding the amendment of the ZingHR ESOP Plan and sign deeds, documents,

letters and such other papers as may be necessary, desirable and expedient for effecting the amendments in the terms specified above in the ZingHR ESOP Plan.”

**By Order of the Board of Directors
For Cnergys Infotech India Private Limited**



Prasad Rajappan
Managing Director

(DIN: 00193302)

Registered Office:

5th Floor, Kalpataru Plaza,
Chincholi Bunder Road,
Malad (West), Mumbai- 400064.

Date: September 28, 2023
Place: Mumbai

Explanatory statement pursuant to section 102 of the Companies Act, 2013:

Item No. 2:

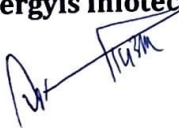
The Members of the Company are hereby informed that the Company intends to amend the "ZingHR Employee Stock Option Plan 2021" ("ZingHR ESOP Plan" / "Cnergyis ESOP Plan") in terms of addition / modification of provisions relating to exit mechanism / liquidity events namely, strategic sale, stake sale, listing of shares of the Company, offer for purchase by Investor. Further, provisions relating to acceleration of vesting, cash settlement of vested options, vesting mechanism, Exercise price and mechanism, Employee eligibility etc. are sought to be inserted / modified with a view to ensure appropriate incentivisation, compliance with applicable laws and efficient administration. The amendments/ variations in the grant letter read with that in the Plan are not considered detrimental to the interest of the existing grantees. In view of foregoing, the Board of Directors in their meeting held on May 09, 2023, decided to amend the ZingHR ESOP Plan.

Accordingly, the Board of Directors of the Company proposes to amend the ZingHR ESOP Plan in terms of the resolution set forth in the Notice.

As per section 62 (1) (b) of the Companies Act 2013 read with Rule 12 (5) of the Companies (Share Capital and Debentures) Rules (SCD Rules), 2014, for amendment in the he terms of the Employee Stock Option Scheme, prior approval of the Members of the Company vide special resolution is required and therefore, the Directors of your Company recommend the resolution set forth in Notice for approval of the Members of the Company

None of the Directors and their Relatives are interested in the aforesaid resolution except to the extent of their shareholding in the Company.

**By Order of the Board of Directors
For Cnergyis Infotech India Private Limited**



Prasad Rajappan
Managing Director

(DIN: 00193302)

Registered Office:

5th Floor, Kalpataru Plaza,
Chincholi Bunder Road,
Malad (West), Mumbai- 400064.

Date: September 28, 2023
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NOTES :

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting ('AGM' or 'Meeting') is annexed hereto.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 11/ 2022 dated December 28, 2022 General Circular No. 20/ 2022 dated May 5, 2022 read with General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and also vide General Circular No. 02/2021 dated 13th January, 2021 and also vide General Circular No. 21/2021 dated 14th December, 2021 has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) till September 30, 2023.
4. The Company is pleased to inform that the AGM of the Company will be held through the two-way Video Conferencing facility. And the copy of signed financials, Auditor's Report and Board's Report along with other requisite documents are being sent via email to all the members of the Company holding shares in the Company as on September 28, 2023.
5. The web-link of the meeting has been provided in the email circulating the AGM Notice. To access and participate in the meeting, shareholders and other participating stakeholders are requested to click on the link provided.
6. In case of any assistance with regards to using the technology before or during the meeting, please contact on the Ms. Isha Gandhi, Finance Controller, whose contact details are mentioned in the email circulating this Notice.
7. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company. Such recording shall be made available at the request of the members.
8. The notice of the Annual General Meeting is being sent by electronic mode to those members whose e-mail addresses are registered with the Company.
9. The facility for joining the meeting shall be kept open 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after the scheduled time of the meeting.
10. Attendance of members is allowed at the meeting through Video Conferencing and the same shall be counted for quorum as requirement for physical quorum has been dispensed with Therefore, proxy shall not be allowed to attend and vote at the meeting.
11. All relevant documents (copies thereof) referred to in the accompanying Notice and the Statement including Register of Directors and Key Managerial Personnel and their shareholding (as may be applicable) under Section 170 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 and their shareholding, shall remain open for inspection in the physical or electronic mode, by the Members at the Registered Office of the Company on all working days during business hours i.e. 9 a.m. to 6p.m. up to the date of the meeting.

12. All the other relevant documents in relation to the items of the Agenda are made available for inspection on demand made by members via screen shared through Video Conferencing.
13. The Voting at the meeting shall be conducted by show of hands unless a poll in accordance with section 109 of the Companies Act, 2013 is demanded by any member.
14. The members can pose questions concurrently at the Meeting or they can submit questions or queries regarding the agenda items on the designated email address through which the notice has been sent.
15. None of the Directors of the Company or their relatives is concerned or interested in the resolution No. 2 set out in the Notice.