

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF BOARD OF DIRECTORS OF ICODEX PUBLISHING SOLUTIONS LIMITED ON THURSDAY, THE 5TH DECEMBER 2024, THROUGH VIDEO CONFERENCING (VC) AT 7:30 P.M. AT BOARD ROOM AT OFFICE - 102, FIRST FLOOR, SUMAN BUSINESS PARK, KALYANI NAGAR, VIMAN NAGAR, PUNE - 411014, MAHARASHTRA, INDIA.

TO CHANGE IN DESIGNATION OF MR. KAMALAKKANNAN GOVINDARAJ AS MANAGING DIRECTOR AND CHAIRMAN:

Pursuant to the provisions of section 196 of the Companies Act, 2013 and upon the recommendation of the Nomination and Remuneration Committee of the Company, the designation of Mr. Kamalakkannan Govindaraj is proposed to be changed to that of Managing Director and Chairman of the Company:

“RESOLVED THAT, pursuant to Sections 196, 197 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of shareholders in the next general meeting, the consent of the Board of Directors of the Company be and is hereby accorded to change the designation of Mr. Kamalakkannan Govindaraj (DIN 08144289), from Whole-time Director to the Managing Director and Chairman of the Company for a period of five years with effect from 5th December 2024 (Subject to reappointment after conclusion 5 years). Remuneration and terms and conditions as set out below with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Kamalakkannan Govindaraj.

Terms & Conditions

1. Period of Appointment: Five Years with effect from 05/12/2024.
2. Remuneration: In terms of Schedule V of the Companies Act, 2013 read together with Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and upon the recommendation of the Nomination & Remuneration Committee, the Managing Director shall be paid the following remuneration:
 - (i) Salary: Rs. 30,00,000/- per annum.
 - (ii) Perquisites: In addition to above, the Managing Director shall be entitled to the following perquisites with an option to the Managing Director to receive the perquisites in any lawful combination as mutually agreed between him and the Board.
 - a. Reimbursement of Medical Expenses incurred for self and his family in accordance with the rules specified by the Company.
 - b. Leave Travel Assistance for self and his family once in a year incurred in accordance with the rules specified by the Company.
 - c. Fees of Clubs subject to a maximum of two clubs. This will not include admission and life membership fee.

d. Personal accident insurance, group coverage for self/family as may be fixed by the Board from time to time. Provision of Company's car for the use of Company's business and telephone at residence will not be considered as perquisites.

(iii) Commission: Nil

(iv) Remuneration in the event of loss etc.:

Notwithstanding anything contained herein, in the event of any loss. Absence or inadequacy of profit in any financial year, during the terms of office of the Managing Director, the remuneration by way of salary, perquisites, commissions and other benefits shall not, without the permission of Central Government (if required) exceed the limits prescribed under the Act including Schedule V thereof and rules made hereunder or any amendment, modification, variation or re-enactment thereof.

RESOLVED FURTHER THAT CS Mohini Ajay Talhar, Company Secretary of the Company be and is hereby authorized severally to file the all the necessary E-Forms with the Registrar of Companies and to do all such acts, deeds, matters, and things as deem necessary or expedient to give effect to the above resolution".

The resolution was hereby approved and adopted as part of the minutes of this meeting.

Certified True Copy

By Order of the Board of Directors

For ICODEX PUBLISHING SOLUTIONS LIMITED


KAMALAKKANNAN GOVINDARAJ
Managing Director
DIN: 08144289
Date: 08/12/2024
Place: Pune


CHETAN SHANKARLAL SONI
Whole-Time Director
DIN: 00734127

