

Analysis Results

Meeting Context

The meeting of Network People Services Technologies Limited's Board of Directors is scheduled for September 3rd, 2025. The agenda includes critical discussions around corporate governance, board meetings, and fiduciary duties under the Companies Act, 2013. Key participants include the Chairperson, Executive Directors, Independent Directors, and invitees like the Chief Financial Officer (CFO). The central themes revolve around ensuring compliance with regulatory requirements, evaluating financial exposures, and making strategic decisions.

Key Content Extraction

- Agenda Item 1: Omnibus Approval for Related Party Transactions
 - Discussion of RPTs, including justification for omnibus approvals, maximum value per transaction, and disclosure requirements.
- Agenda Item 2: Consent to Act as Secretarial Auditor (Kala Agarwal)
 - Review of the proposed appointment, including eligibility criteria, terms, and conditions.
- Agenda Item 3: Board Meeting Schedule and Minutes
 - Review of the board meeting schedule, minutes, and attendance records.

Probing Questions for Independent Directors

Financial Exposure & Performance

1. What is the company's current financial situation, and how does it impact our stakeholders?
2. Are there any material events or transactions that require disclosure to the stock exchanges?
3. How do we ensure transparency in our financial reporting and compliance with regulatory requirements?

Risk Management & Due Diligence

4. What are the key risks facing the company, and how are they being managed?
5. Have we conducted adequate due diligence on recent acquisitions or investments?
6. Are there any potential conflicts of interest that need to be addressed?

Compliance & Governance

7. How do we ensure compliance with regulatory requirements, such as SEBI LODR and the Companies

Act, 2013?

8. What are our policies and procedures for handling related party transactions?
9. Have we reviewed and updated our board meeting schedule and minutes regularly?

Strategic & Operational Impact

10. What are our strategic priorities, and how do they align with our stakeholders' interests?
11. Are there any operational or management issues that require attention?
12. How do we ensure effective communication and collaboration among board members and management?

ESG & Stakeholder Considerations

13. How do we prioritize ESG considerations in our decision-making processes?
14. What are our stakeholder engagement strategies, and how do they impact our business operations?
15. Are there any material sustainability risks or opportunities that require attention?

Key Responsibilities & Recommendations

As Independent Directors, it is essential to:

- Demand accountability from management for financial performance and risk management.
- Evaluate alternatives and consider diverse perspectives when making strategic decisions.
- Ensure transparency in financial reporting and compliance with regulatory requirements.
- Review and update board meeting schedules and minutes regularly.

Pre-meeting prep tips:

1. Review the agenda and supporting materials thoroughly.
2. Conduct research on recent industry developments and market trends.
3. Prepare thoughtful questions to ask during the meeting.

Follow-up actions:

1. Verify that all necessary disclosures are made in a timely manner.
2. Monitor financial performance and risk management practices regularly.
3. Engage with stakeholders to ensure their interests are represented

Engage with stakeholders to ensure their interests are represented.

Offer

Do you want me to prepare a Management Response Note or a training package based on this analysis?

Draft Note

Independent Directors' Note

Meeting Date: [Insert Date]

Agenda Items:

1. Approval of Related Party Transactions (RPTs)
2. Appointment of Secretarial Auditor, Kala Agarwal
3. Omnibus Approvals for RPTs

Fiduciary Stance: As Independent Directors, we are committed to protecting the interests of shareholders and stakeholders. We must ensure that all decisions align with the company's best interests and comply with regulatory requirements.

Observations and Concerns:

- The proposed RPTs may pose financial risks if not properly vetted.
- Governance gaps exist in the current approval process for RPTs.
- Lack of transparency in transaction details may lead to misunderstandings.

Key Questions Raised:

1. How will the company mitigate potential financial risks associated with RPTs?
2. What measures will be taken to ensure compliance with SEBI LODR and regulatory requirements?
3. Can management provide more detailed information on the proposed RPTs, including pricing and commercial terms?

Transparency and Compliance: We emphasize the importance of transparency in all transactions, particularly those involving related parties. We also stress the need for strict compliance with SEBI LODR and other relevant regulations.

Preventive Measures: To prevent future governance gaps, we recommend:

1. Establishing a clear RPT approval process with defined criteria.
2. Conducting regular reviews of existing contracts to ensure compliance with regulatory requirements.
3. Providing training on RPTs and related party transactions for all employees involved in the process.

Conclusion: Based on our review of the agenda items, we conditionally approve the appointment of Kala Agarwal as Secretarial Auditor pending written management responses to our questions and concerns. We also request that management provide a comprehensive report on the proposed RPTs, including

pricing and commercial terms, for further review.

Recommendations:

1. Management should provide a detailed report on the proposed RPTs, including pricing and commercial terms.
2. The company should establish a clear RPT approval process with defined criteria to ensure compliance with regulatory requirements.
3. Regular reviews of existing contracts should be conducted to ensure compliance with regulatory requirements.

Signed: [Insert Names and Titles of Independent Directors]

Role Mapping

Here is the output:

Question Number	Original Question	Mapped Role(s)	Rationale
1	What is the company's current financial situation, and how does it impact our stakeholders?	CFO	As the chief financial officer, this role has authoritative knowledge on the company's financial situation.
2	Are there any material events or transactions that require disclosure to the stock exchanges?	Compliance Officer/Company Secretary	The compliance officer/company secretary is responsible for ensuring regulatory compliance and disclosing material events to the stock exchanges.
3	How do we ensure transparency in our financial reporting and compliance with regulatory requirements?	CFO, Compliance Officer/Company Secretary	Both the CFO and compliance officer/company secretary have a role in ensuring transparency in financial reporting and compliance with regulatory requirements.
4	What are the key risks facing the company, and how are they being managed?	Risk Manager/Head of Risk	The risk manager/head of risk has expertise in identifying and managing key risks facing the company.
5	Have we conducted adequate due diligence on recent acquisitions or investments?	CFO, Risk Manager/Head of Risk	Both the CFO and risk manager/head of risk have a role in conducting due diligence on recent acquisitions or investments.
6	Are there any potential conflicts of interest that need to be addressed?	Compliance Officer/Company Secretary	The compliance officer/company secretary is responsible for ensuring compliance with regulatory requirements, including addressing potential conflicts of interest.
7	How do we ensure compliance with regulatory requirements, such as SEBI LODR and the Companies Act, 2013?	Compliance Officer/Company Secretary	The compliance officer/company secretary has expertise in ensuring compliance with regulatory requirements.
8	What are our policies and procedures for handling related party transactions?	Compliance Officer/Company Secretary	The compliance officer/company secretary is responsible for developing and implementing policies and procedures for handling related party transactions.
9	Have we reviewed and updated our board meeting schedule and minutes regularly?	CEO/Executive Director, Compliance Officer/Company Secretary	Both the CEO/executive director and compliance officer/company secretary have a role in ensuring that board meetings are properly scheduled and documented.

10	What are our strategic priorities, and how do they align with our stakeholders' interests?	CEO/Executive Director, Strategy Head/COO	The CEO/executive director and strategy head/COO have expertise in developing and implementing strategic priorities.
11	Are there any operational or management issues that require attention?	CEO/Executive Director, Strategy Head/COO	Both the CEO/executive director and strategy head/COO have a role in identifying and addressing operational or management issues.
12	How do we ensure effective communication and collaboration among board members and management?	CEO/Executive Director, Compliance Officer/Company Secretary	Both the CEO/executive director and compliance officer/company secretary have a role in ensuring effective communication and collaboration among board members and management.
13	How do we prioritize ESG considerations in our decision-making processes?	CSR/ESG Head	The CSR/ESG head has expertise in prioritizing ESG considerations in decision-making processes.
14	What are our stakeholder engagement strategies, and how do they impact our business operations?	CEO/Executive Director, CSR/ESG Head	Both the CEO/executive director and CSR/ESG head have a role in developing and implementing stakeholder engagement strategies.
15	Are there any material sustainability risks or opportunities that require attention?	CSR/ESG Head, Risk Manager/Head of Risk	Both the CSR/ESG head and risk manager/head of risk have expertise in identifying and addressing material sustainability risks or opportunities.