

# SAGARSOFT (INDIA) LIMITED

CIN: L72200TG1996PLC023823

Registered Office Address: Plot No.111, Road No.10,  
Jubilee Hills, Hyderabad-500033 Telangana, India

e-mail id: info@sagarsoft.in, website: www.sagarsoft.in

## NOTICE

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting (“AGM”) of the Members of Sagarsoft (India) Limited will be held on Friday the 10<sup>th</sup> day of July, 2026 at 3:30 p.m. through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider, approve and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 together with the Reports of the Directors’ and the Auditors’ thereon and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 together with the Report of the Auditors’ thereon.

In this regard, to pass the following resolution as an ordinary resolution:

**“Resolved that** the Audited Standalone Financial Statements of the Company for the year ended March 31, 2026 together with the Reports of the Directors’ and the Auditors’ thereon and the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2026 together with the Report of the Auditors’ thereon be and are hereby received, considered, approved and adopted.”

2. To declare dividend of ₹1.50 per share (15%) on the equity shares of the company for the financial year ended March 31, 2026 and, in this regard, to pass the following resolution as an ordinary resolution:

**“Resolved that** a dividend of ₹1.50 per share (15%) on the 63,92,238 equity shares of ₹10/- each of the company be and is hereby declared for the financial year ended March 31, 2026.”

3. To re-appoint the retiring Director Shri K.Satish Chander Reddy (DIN: 02412539), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an ordinary resolution:

**“Resolved that** Shri K.Satish Chander Reddy (DIN: 02412539), who retires by rotation in accordance with section 152 of the Companies Act, 2013 be and is hereby re-appointed as a director liable to retire by rotation.”

4. To re-appoint the retiring Director Shri K. Pradeep Kumar Reddy (DIN: 02598624), who retires by rotation and being eligible, offers himself for re-appointment

and in this regard to pass the following resolution as an ordinary resolution:

**“Resolved that** Shri K. Pradeep Kumar Reddy (DIN: 02598624) who retires by rotation in accordance with section 152 of the Companies Act, 2013 be and is hereby re-appointed as a director liable to retire by rotation.”

### SPECIAL BUSINESS

5. **Approval of material related party transaction**

To consider, and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**“Resolved that** pursuant to the Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board) for the related party transactions entered or to be entered into / execute contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with M/s.Sagarsoft INC, USA, a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and M/s. Sagarsoft INC USA, for an aggregate value up to ₹36.00 crores for a period of one year from the date of approval of this resolution for the transactions as detailed in the explanatory statement, provided that such transactions are carried out at arm’s length and in the ordinary course of business of the Company.

**Resolved Further That** any Director of the Company or Company Secretary be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and are hereby authorized, jointly and severally to sign and file requisite e-Forms along with the necessary attachments with the Registrar of the Companies and to do all such acts, deeds, things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings related thereto.

6. **Re-appointment of Smt. Keerthi Anantha (DIN:09379678) as an Independent Director.**

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

**“Resolved that** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, as well as based on the recommendation by the Nomination and Remuneration Committee, Smt. Keerthi Anantha (DIN: 09379678), be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold the said office for a second term of five years with effect from November 10, 2026.”

**Resolved Further that** any Board of Directors of the Company or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

7. **Increase in the remuneration payable to Shri K.Roopesh, President of IT CATS LLC, USA, a wholly owned subsidiary of the Company.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution

**“Resolved that** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of Regulation 23 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded for the increase in the payment of remuneration to Shri K.Roopesh, Director of the Company DIN: 06967708, for holding office or place of profit as President of IT CATS LLC, USA, a wholly owned subsidiary of the Company, on such terms and conditions as may be decided by IT CATS LLC, USA, provided however that the aggregate amount of remuneration (inclusive of salary, perquisites, allowances, incentives, bonuses, retirement benefits, insurance, other facilities etc.) shall not exceed Rs. 337.21 Lakhs (USD 3,50,000) per annum plus 2% Commission on the net profits of IT CATS LLC, USA.

**Resolved further that** any Board of Directors or Company Secretary be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

By Order of the Board of Directors  
For **Sagarsoft (India) Limited**

**T Sri Sai Manasa**  
**Company Secretary & Compliance Officer**  
M.No. F13917

Place: Hyderabad  
Date: May 25, 2026

**Registered Office:**

Plot No.111, Road No.10,  
Jubilee Hills, Hyderabad – 500 033  
Telangana.

## NOTES:

1. Pursuant to General Circular number 14/2020 dt. 8.4.2020, 17/2020 dt. 13.4.2020, 20/2020 dt. 5.5.2020, 28/2020 dt. 17.8.2020, 02/2021 dt. 13.1.2021, 19/2021 dt. 8.12.2021, 21/2021 dt. 14.12.2021, 02/2022 dt. 5.5.2022, 10/2022 dated 28.12.2022, 09/2023 dated 25.09.2023, 09/2024 dated 19.09.2024 and 03/2025 dated 22.09.2025 issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular no(s). SEBI/HO/CFD/CMD2/CIR/P/2022/62 dt. 13.05.2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dt. 5.1.2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dt. 07.10.2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dt. 03.10.2024 the companies are allowed to hold the Annual General Meeting through Video Conferencing or Other Audio Visual Means ("VC / OAVM"), without the physical presence of the Members at a common venue. In compliance with applicable provisions of the Companies Act, 2013 ("Act") read with aforesaid MCA Circulars and SEBI Circulars, the 30<sup>th</sup> Annual General Meeting of the Company is being conducted through Video Conferencing or Other Audio Visual Means ("VC / OAVM") (hereinafter referred to as "AGM"). In accordance with the Secretarial Standard - 2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated 15<sup>th</sup> April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
2. The Company has appointed M/s KFin Technologies Limited ("KFinTech"), Registrar and Transfer Agent of the Company, as the authorized agency to provide the VC / OAVM facility for conducting AGM electronically and for voting through remote e-voting or through e-voting at the AGM.
3. Pursuant to the provisions of the Act, normally, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf who may or may not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Further as per the MCA and SEBI Circulars, the facility for appointment of proxies by the Members will not be available for the AGM. However, in pursuance of Sections 112 and 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State, or body corporate can attend the AGM through VC / OAVM and cast their votes through e-Voting.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote either through remote e-voting or during the AGM. The said Resolution / Authorization should be sent electronically through their registered email address to the Scrutinizer at [cs@bssandassociates.com](mailto:cs@bssandassociates.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and company's email id at [info@sagarsoft.in](mailto:info@sagarsoft.in).
5. The Board of Directors of the Company at its meeting held on May 25, 2026 considered all the businesses mentioned in the notice of the AGM as being unavoidable, and needed to be transacted at the 30<sup>th</sup> AGM of the Company.
6. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the special business under Item No(s). 5, 6 and 7 of the accompanying Notice, is given in the **Annexure-1**.
7. The relevant details required to be given under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment / re-appointment at this AGM are given in the **Annexure-2**.
8. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is KFin Technologies Limited having office at Selenium Building, Tower B, Plot number 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana - 500032.
9. **Attendance at the AGM:** Member will be provided with a facility to attend the AGM through video conferencing platform provided by KFinTech. Members may access the same at <https://evoting.kfintech.com> by using the remote e-voting credentials which shall be provided as per Note No.20 below. Kindly refer to Note No.19 below for detailed instructions for participating in the AGM through Video Conferencing.
10. The Members can join the AGM 15 minutes before the meeting or within 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
11. As per the MCA Circular, facility of joining the AGM through VC / OAVM shall be available for 1000 members on a first-come-first-served basis. However, this restriction shall not apply to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors' etc.
12. A member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance of such member for the AGM and such member attending the meeting

will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (the Act).

- 13. Remote e-Voting:** Pursuant to the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Secretarial Standard -2 issued by the Institute of Company Secretaries of India ("ICSI") on General Meeting (SS-2) and Regulation 44 of Listing Regulations read with MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members through Company's Registrar and Transfer Agent KFintech. Kindly refer Note No.20 below for detailed instruction for remote-voting.
- 14. Voting during the AGM:** Members who are present at the AGM through VC and have not cast their vote on resolutions through remote e-voting, may cast their vote during the AGM through the e-voting system provided by KFintech in the Video Conferencing platform during the AGM. Kindly refer Note No.21 below for instruction for e-voting during the AGM.
- 15.** The Company has fixed July 3, 2026 as the cut-off date for identifying the Members who shall be eligible to vote through remote e-voting facility or for participation and voting in the AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to vote on the resolutions through the facility of Remote e-Voting or participate and vote in the AGM.
- 16.** The Register of Members and Share Transfer Book of the Company will be closed from July 04, 2026 to July 10, 2026 (both days inclusive).
- 17.** In compliance with the aforesaid MCA Circulars and SEBI Circulars, notice of the AGM along with the Annual Report for the financial year ended on 31<sup>st</sup> March, 2026 is being sent through electronic mode to those Members whose email addresses are registered with the KFin Technologies Limited ("KFintech"), Registrar and Share Transfer Agent ("RTA") of the Company, National Securities Depository Limited ("NSDL") and / or Central Depository Services (India) Limited ("CDSL") (collectively referred to as Depositories or NSDL / CDSL) as at close of business hours on Friday, July 3, 2026, ("cut-off date"). For members whose email addresses are not registered, the Company is sending a physical letter containing a web link to access the Annual Report as permitted under Regulation 36 of the Listing Regulations. The Notice calling the AGM and the Annual Report has been uploaded on the website of the Company at [www.sagarsoft.in](http://www.sagarsoft.in). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at <https://www.bseindia.com>. The same is also available on the website of KFintech at their website address at <https://evoting.kfintech.com>.

## 18. Registration of e-mail ID

Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in:

- **Electronic mode** can register their email ID by contacting their respective Depository Participant(s) ("DP").
- **Physical mode** can register their email ID with the Company or KFintech. Requests can be emailed to [info@sagarsoft.in](mailto:info@sagarsoft.in) or [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or by registering with the first holder PAN at <https://kprism.kfintech.com/signup>. Existing users can login through KPRISM (<https://kprism.kfintech.com/>). All updation has to be done through ISR Forms as prescribed by SEBI.

## 19. Instructions to the Members for attending the AGM through Video Conference.

- i. **For attending the AGM:** Member will be provided with a facility to attend the AGM through video conferencing platform provided by KFintech. Members may login into its website link <https://emeetings.kfintech.com/loginv2.aspx> by using the remote e-voting credentials. After logging in, click on "Video Conference" option and the Name of the Company can be selected
- ii. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in remote e-voting in Note No.20 below.
- iii. Members are encouraged to join the Meeting through Desktops, Laptops, Smartphones, Tablets and iPads with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22 for better experience.
- iv. Further, Members will be required to allow access to the Camera, if any, and are requested to use Internet with good speed to avoid any disturbance during the meeting.
- v. Please note that participants using Mobile Devices or Tablets or Laptops or accessing the internet via "Mobile Hotspot" may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vi. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first-come-first-served basis. Facility of joining AGM will be closed on expiry of 15 minutes from the schedule time of the AGM.

**vii. Submission of Questions / Queries prior to AGM:**

- a. Members desiring any additional information with regard to Accounts / Annual Report or has any question or query are requested to write to the Company Secretary on the Company's investor email-id i.e., **info@sagarsoft.in** and marking a copy to **evoting@kfintech.com** mentioning their name, DP ID - Client ID/ Folio number at least 2 days before the date of the AGM so as to enable the Management to keep the information ready. Please note that, members' questions will be answered only if they continue to hold the shares as of cut-off date..
- b. Alternatively, shareholders holding shares as on cut-off date can also post their questions by logging on to the <https://emeetings.kfintech.com/loginv2.aspx>, by mentioning their name, demat account number/folio number, email ID, mobile number. The window shall be activated during the remote e-voting period and shall be closed 24 hours before the time fixed for the AGM.

**viii. Speaker Registration before AGM:** In addition to above, speaker registration may also be allowed during the remote e-voting period. Shareholder who wish to register as speakers are requested to visit <https://emeetings.kfintech.com/loginv2.aspx> and click on 'Speaker Registration' during this period. Shareholders shall be provided with a 'queue number' before the AGM. Shareholders are requested to remember the same and wait for their turn to be called by the Chairman of the meeting during the Question Answer Session. Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. in advance as provided in Note No.19 (vii) above.

- ix. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013, can send an email to **info@sagarsoft.in**

**20. Instructions for members for remote e-Voting:**

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Regulation 44 of the Listing Regulations, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time the

Members are provided with the facility to cast their vote remotely on all resolutions set-forth in this notice through remote e-voting platform provided by KFintech ('remote e-voting'). Members attending the AGM who have not already cast their vote by remote e-voting shall be able to cast their vote electronically during the meeting (e-voting) when window for e-voting is activated upon instructions of the Chairman. The instructions for e-voting are provided as part of this Notice.

- ii. However, in pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

Facility to exercise vote through remote e-voting will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
Monday, July 06, 2026 (9.00 a.m. IST)	Thursday, July 09, 2026 (5.00 p.m. IST)

- iv. The voting rights of the Members/Beneficiary Owners holding shares in physical form or in dematerialized form, in respect of e-voting shall be reckoned in proportion to their share in the paid-up equity share capital as on the cut-off date being July 03, 2026. The voting rights for the shares of the Company are one vote per equity share, registered in the name of the member. The Members of the Company who are holding shares either in physical form or in dematerialised form, as on the cut-off date, may cast their vote by remote e-voting. A person who is not a Member as on the cut-off date should treat Notice of this Meeting for information purposes only.
- v. The Company is sending through email, the AGM Notice and the Annual Report to the shareholders whose name is recorded as on June 12, 2026 in the Register of Members or in the Register of Beneficial Owners maintained by the depositories. Any person who acquires Shares of the Company

and becomes Member of the Company after June 12, 2026 being the date reckoned for sending through email, the AGM Notice & Annual Report and who holds shares as on the cut-off date i.e. July 03, 2026 may obtain the User Id and password in the manner as mentioned below:

- a) If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD <space> 'e-voting Event Number + Folio number or DP ID Client ID to +91-9212993399.

Example for NSDL:

MYEPWD<SPACE>IN12345612345678

Example for CDSL:

MYEPWD<SPACE>1402345612345678

Example for Physical:

MYEPWD<SPACE>XXXX1234567890

- b) If e-mail address or mobile number of the Member is registered against Folio No. / DP ID and Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID and Client ID and PAN to generate a password.
- c) Member may call KFin's Toll free number 1-800-3094-001. Member may send an e-mail request to **evoting@kfintech.com**.

vi. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFin Technologies Limited upon expiry of aforesaid period.

vii. Details of persons to be contacted for issues relating to e-voting:

Shri. S.R. Ramesh, Deputy Vice President - Corporate Registry, KFin Technologies Limited, Unit: Sagarsoft (India) Limited, Selenium Building, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032. Contact Toll Free No.: 1800-3094-001.

viii. **Details of Scrutinizer:** Shri S.Srikanth, Practicing Company Secretary (M.No.22119), Partner representing M/s. B S S & Associates, Practicing Company Secretaries (Unique Code of Partnership Firm: P2012AP02600) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting will be final and binding.

ix. A Member can opt only for single mode of voting i.e., through remote e-voting or voting at the AGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

x. Any person holding shares in physical form as of the cut-off date, may obtain the login ID and password by sending a request at **evoting@kfintech.com**. However, if he / she is already registered with KFinTech for remote e-voting then he / she can use his / her existing User ID and password for casting the vote.

xi. The process and manner for remote e-voting is as under:

a. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

b. The process and manner of remote e-voting is explained below:

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

II. Access to KFinTech's e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

**Access to Depositories e-voting system in case of individual Members holding shares in demat mode.**

Type of Member	Login
Individual Members holding securities in demat mode with NSDL	<p><b>1. For OTP based login</b></p> <ul style="list-style-type: none"> <li>i. You can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>.</li> <li>ii. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP.</li> <li>iii. Enter the OTP received on registered email id/mobile number and click on login.</li> <li>iv. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>v. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
	<p><b>2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b></p> <ul style="list-style-type: none"> <li>i. Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile.</li> <li>ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.</li> <li>iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</li> <li>iv. Click on company name i.e., ‘<b>Sagarsoft (India) Limited</b>’ or ESP i.e. KFintech.</li> <li>v. Members will be re-directed to KFintech’s website for casting their vote during the remote e-voting period.</li> </ul>
	<p><b>3. Those not registered under IDeAS:</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</li> <li>ii. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>.</li> <li>iv. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.</li> <li>v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</li> <li>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>vii. Click on company name i.e., ‘<b>Sagarsoft (India) Limited</b>’ or ESP name i.e., KFintech after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.</li> <li>viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ul>

Type of Member	Login Method
Individual Member holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility:</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> Or <a href="https://www.cdslindia.com">https://www.cdslindia.com</a>.</li> <li>ii. Click on New System Myeasi.</li> <li>iii. Login to Myeasi option under quick login.</li> <li>iv. Login with the registered user ID and password.</li> <li>v. Members will be able to view the e-voting Menu.</li> <li>vi. The Menu will have links of KFintech e-voting portal and will be redirected to the e-voting page of KFintech to cast their vote without any further authentication.</li> </ul>
	<p><b>2. User not registered for Easi/ Easiest</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasitoken/Home/EasiRegistration">https://web.cdslindia.com/myeasitoken/Home/EasiRegistration</a> Or <a href="https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration</a> for registering.</li> <li>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li> </ul>
	<p><b>3. Alternatively, by directly accessing the e-voting website of CDSL</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="https://www.cdslindia.com">https://www.cdslindia.com</a></li> <li>ii. Provide demat account number and PAN.</li> <li>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</li> <li>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. <b>‘Sagarsoft (India) Limited’</b> or select <b>"KFintech"</b>.</li> <li>v. Members will be re-directed to the e-voting page of KFintech to cast their vote without any further authentication.</li> </ul>
Individual Members login through their demat accounts / Website of Depository Participants	<ul style="list-style-type: none"> <li>i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility.</li> <li>ii. Once logged-in, Members will be able to view e-voting option.</li> <li>iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</li> <li>iv. Click on options available against <b>‘Sagarsoft (India) Limited’</b> or <b>‘KFintech’</b>.</li> <li>v. Members will be redirected to e-voting website of KFintech for casting their vote during the remote e-voting period without any further authentication.</li> </ul>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022-62343625, 022-62343626, 022-62343259</b>

**Access to KFintech e-voting system in case of members holding shares in physical and non-individual members holding shares in demat mode.**

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- ii. Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No. or DP ID / Client ID will be your User ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change menu wherein you are required to mandatorily change your login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like \*, #, @, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the e-voting Event Number for **Sagarsoft (India) Limited**.
- vii. If you are holding shares in Demat form and had logged on to <https://evoting.kfintech.com> and casted your vote earlier for any other Company, then your existing login id and password are to be used.
- viii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date July 03, 2026 under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- ix. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- x. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- xi. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- xii. During the voting period, Members can login any number of times till they cast their vote on the Resolution(s).
- xiii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: [cs@bssandassociates.com](mailto:cs@bssandassociates.com) with a copy to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [info@sagarsoft.in](mailto:info@sagarsoft.in). They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_ EVENT NO."
- xiv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual for Members available

at the download Section of <https://evoting.kfintech.com> or contact Shri. S R Ramesh, Deputy Vice President-Corporate Registry of KFintech at 1800- 3094-001 (toll free).

- xv. The Scrutinizer's decision on the validity of the vote shall be final.
- xvi. Once the vote on a resolution stated in this notice is cast by Member through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Members who have cast their vote by remote e-voting may also attend the AGM, however such Member shall not be allowed to vote again during the AGM.
- xvii. The Scrutinizer shall, immediately after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM, and thereafter unlock the votes cast through remote e-Voting, and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall, then, be sent to the Chairman or a person authorized by him, within two working days from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
- xviii. The Results declared along with the Scrutinizer's Report shall be hosted on the website of the Company i.e., [www.sagarsoft.in](http://www.sagarsoft.in) and on the website of KFintech i.e. <https://evoting.kfintech.com> immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall simultaneously be communicated to BSE Limited at <https://www.bseindia.com> where the shares of the Company are listed..
- xix. The Resolutions shall be deemed to be passed at the registered office of the Company on the date of the AGM, subject to receipt of the requisite number of votes in favour of the Resolutions.

## 21. Instructions for members for Voting during the AGM session

- i. The e-voting window shall be activated upon instructions of the Chairman of the meeting during the AGM.
- ii. e-voting during the AGM is integrate with the VC platform and no separate login is required for the same. The shareholders shall be guided on the process during the AGM.
- iii. Members / shareholders, attending the AGM through Video Conference, who have not cast their vote on resolutions through Remote e-voting alone shall be eligible to cast their vote through e-voting system available during the AGM.

- iv. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they shall not be allowed to cast their vote again during the AGM.

## GENERAL INSTRUCTIONS AND INFORMATION FOR SHAREHOLDERS

- 22. As per the Central Board of Direct Taxes (CBDT), it is mandatory to link PAN with Aadhaar number by June 30, 2023. Shareholders holding shares in physical mode are requested to ensure that their PAN is linked to Aadhar by June 30, 2023 or any other date as may be specified by the CBDT.

The folios in which PAN is / are not valid as on the notified cut-off date of October 1, 2023 or any other date as may be specified by the CBDT, shall also be frozen by the RTA and shareholders will not be eligible to lodge grievance or avail service request from the RTA and not eligible for receipt of dividend after April 1, 2024.

Any service request shall be entertained by KFintech only upon registration of the PAN, KYC details and the nomination. Further, in absence of the above information on or after October 1, 2023, the folio(s) shall be frozen by RTA in compliance with the SEBI Circulars dated November 03, 2021, December 14, 2021, March 16, 2023, May 17, 2023 and November 17, 2023. If the folio(s) continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002.

- 23. Members may kindly note that in accordance with SEBI Master Circular SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/195 dated 28 December 2023 the Company has registered on the newly launched SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal). This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution Institutions for addressing complaints. Members can access the SMART ODR Portal via the following link: <https://smartodr.in/login>. Members may feel free to utilize this online conciliation and / or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA).
- 24. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 01st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

The shareholders are requested to update their PAN with the Company / KFintech (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by email to [info@sagarsoft.in](mailto:info@sagarsoft.in) by 5.00.p.m IST on July 03, 2026. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to the RTA / Company. The aforesaid declarations and documents need to be submitted by the shareholders by 5.00.p.m IST on July 03, 2026.

The requisite Tax Exemption forms can be downloaded from the website of the our Registrar and Share Transfer Agent i.e., KFintech at <https://kprism.kfintech.com/>.

25. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred, under Section 124 of the Companies Act, 2013, to the Investor Education and Protection Fund ("IEPF"), established under Section 125 of the Companies Act, 2013. Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members / claimants whose shares, unclaimed dividend etc. have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on <https://www.iepf.gov.in>) along with requisite fee as decided by it from time to time. The Member / claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

26. Members who have not yet encashed the dividend warrants in respect of the dividend declared for subsequent years as detailed below are requested to make their claims to the Company or Company's Registrar and Share Transfer Agent.

Year	Nature of Dividend	Rate of Dividend on share of par value of Rs.10/- each
2018-19	Final	15% (₹1.50 per share)
2019-20	Final	15% (₹1.50 per share)
2020-21	Final	25% (₹2.50 per share)
2021-22	Final	30% (₹3.00 per share)
2022-23	Final	20% (₹2.00 per share)
2023-24	Final	20% (₹2.00 per share)
2024-25	Final	20% (₹2.00 per share)

27. The details of dividend lying unclaimed in respect of these years are available in the website of the Company at [www.sagarsoft.in](http://www.sagarsoft.in). Members are requested to contact KFintech, the Registrar and Share Transfer Agents of the Company at the address mentioned in Note No. 8 to claim the unclaimed / unpaid dividends.

It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount. It may also be noted that the unclaimed dividend amounts which were lying with the Company up to the Final Dividend issued for the financial year 2017-2018, and interim dividend issued for the financial year 2018-2019 have already been transferred to IEPF.

28. The dividend(s), if any, approved by the Members or declared by the Board of Directors of the Company from time to time, will be paid to the eligible members as per the mandate registered with the Company or with their respective Depository Participants.

29. Members holding shares in dematerialised form

may please note that, in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the Master Circular dated 30 January 2026, dividends will be distributed exclusively through electronic mode using bank details furnished by the respective depositories. Please note that the Company will no longer issue physical dividend warrants or cheques as a fallback. For members who have not updated their bank account details, the dividend will be withheld and paid electronically only upon the successful updation of KYC and bank mandates. To ensure timely receipt, members are requested to update their bank account details and KYC with their Depository Participants (DPs) (for demat holdings) or the Company's RTA, KFINTECH (for physical holdings). The Company or its RTA cannot act on direct requests for change or deletion of bank details for shares held in demat form; such changes must be lodged only with the respective DP.

30. The Company has fixed July 03, 2026 as the 'Record Date' for determining entitlement of members to the

dividend of Rs. 1.50/- per share for the financial year ended 31<sup>st</sup> March, 2026, if approved at the ensuing AGM.

**31.** If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made within 30 days from the date of AGM, subject to deduction of tax at source, as under:

- i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”, as of the close of business hours on July 03, 2026.
- ii. To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on July 03, 2026.

**32. Updation of Members' details:** Pursuant to the SEBI Circular No(s). SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 and SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 Company / Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, KYC details, Nomination details, bank mandate details for payment of dividend etc. Members holding shares in physical form are requested to furnish the above details to the Company or KFinTech, its Registrars and Share Transfer Agents. Members holding shares in electronic form are requested to furnish the details to their respective Depository Participants (“DPs”).

The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to KFinTech.

Members are requested to note that, in order to avoid any loss/ interception in postal transit and also to get prompt credit of dividend through National Electronic Clearing Service (NECS) / Electronic Clearing Service (ECS), they should update their NECS / ECS details with the Company’s Registrar and Share Transfer Agents i.e., KFin Technologies Limited (for the shares held in physical form) and their respective Depository Participants (for the shares held in electronic form).

Members who are holding the shares in physical form are requested to execute the ISR Form-1 & ISR Form-2 to update the changes, if any, in their registered address, signature, contact details, Bank Mandate etc., and to update their PAN number, Phone number, Email address, demat account details etc., and send to the Company’s Registrar and Share Transfer Agents indicating their Folio number therein at the address mentioned in Note No. 8.

Members can execute the Form No. SH-13, Form ISR-3 & Form No. SH-14 in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 and SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 for registration of nomination, declaration Form for opting-out of Nomination and cancellation or variation of nomination respectively and send to the Company’s Registrar and Share Transfer Agents indicating their Folio number therein at the address mentioned in Note No. 8.

The requisite ISR Forms and nomination forms can be downloaded from the website of the Company at <https://www.sagarsoft.in/investors/> & also from the website of its Registrar and Share Transfer Agents i.e., KFinTech at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

Members holding shares in electronic form are therefore, requested to furnish their details to their respective Depository Participant (“DP”) with whom they are maintaining their demat accounts for updating their PAN, KYC details, Nomination and Bank mandate details etc.

**33.** Non-Resident Indian Members are requested to inform the Registrar and Share Transfer Agent of the Company, immediately on the change in their residential status on return to India for Permanent settlement together with the particulars of their Bank Account maintained in India with complete Name, Branch, Account type, account number and address of the Bank with PIN code number if not furnished earlier.

**34.** To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

**35.** Members holding shares in physical form, in identical order of names, in more than one folio are requested

to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making the requisite changes.

36. The members / investors may send their complaints / queries, if any to the Company's Registrar and Share Transfer Agents' e-mail id: **einward.ris@kfintech.com** or to the Company's official E-mail id: **info@sagarsoft.in**
37. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition and relodged transfers of securities. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 02, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode.

A Special Window has been opened for a period of 6 months from July 07, 2025 to January 06, 2026 by SEBI vide its circular dated SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 to facilitate re-lodgement of transfer requests of physical shares which was subsequently extended by SEBI allowing shareholders to transfer or dematerialize shares for a period of one more year from February 05, 2026 to February 04, 2027 vide its circular dated HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated January 30, 2026. The facility is available for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended due to deficiency in the documents/process/or otherwise.

Investors who have missed the March 31, 2021 & January 06, 2026 deadlines for lodgement of transfer documents are encouraged to avail advantage of this opportunity by furnishing the necessary documents to the Company's Registrar & Transfer Agent M/s. KFin Technologies Limited at the address mentioned in Note No. 8.

38. To enhance ease of dealing in securities markets by investors, SEBI has decided that listed companies shall henceforth issue the securities in dematerialized form only (vide HO/38/13/(3)2026-MIRSDPOD/I/3763/2026 dated 30 January 2026,) while processing the service request mentioned in the above notification (viz., Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Transmission and Transposition etc). In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. The Members who are desirous to convert their physical holdings into dematerialized form, may contact the Depository Participant of their choice for dematerializing the same. Members may also contact the Company or its

Registrars and Transfer Agents, KFinTech for assistance in this regard.

39. The information / documents referred to in the Notice with regard to the accounts or any other matter to be placed at the AGM are available for inspection up to the date of AGM and members are also requested to write to the Company on or before July 03, 2026 through email to **info@sagarsoft.in** for seeking information, If any, and the same will be replied by the Company suitably.
40. Members may note that the Annual Report for the year 2025-26 is also available on the Company's website **www.sagarsoft.in** for their download.
41. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-voting facility to its Members in respect of the business to be transacted at the 30th AGM and facility for those Members to participate in the AGM to cast vote through e-voting system during the AGM.
42. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
43. During the 30<sup>th</sup> AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC / OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-voting system. After the Members participating through VC / OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the AGM.
44. The transcript of this meeting, shall be made available on the website of the company.
45. Since the AGM will be held through VC / OAVM, the Route Map, proxy form and attendance slip are not annexed to this Notice.

By Order of the Board of Directors  
For **Sagarsoft (India) Limited**

**T Sri Sai Manasa**  
**Company Secretary & Compliance Officer**  
M.No. F13917

Place: Hyderabad  
Date: May 25, 2026

**Registered Office:**  
Plot No.111, Road No.10,  
Jubilee Hills, Hyderabad – 500 033,  
Telangana.

# Annexure to the Notice of the 30<sup>th</sup> Annual General Meeting

## Annexure 1

### Statement pursuant to Section 102 (1) of the Companies Act, 2013

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No's.5,6 & 7 of the accompanying Notice dated May 25 2026.

#### On Item No.5

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/ to be entered into individually or taken together with the previous transactions during a financial year exceeds 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Further, Regulation 2(1)(zb) of the Listing Regulations has provided the definition of related party and Regulation 2(1)(zc) of the Listing Regulations has enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

Accordingly, a Resolution is placed before the Members of the Company for approval.

The particulars of contract/ arrangements/transactions with related parties are as under:

Nature of Transactions	Maximum value of Transactions in Rs. in Cr	Name of the Related Party	Interested Directors and nature of their interest
Availing and rendering of IT and Other related services. Sale, purchase or supply of any goods or materials.	36 Crores	Sagarsoft Inc, USA	Mr. Kalva Satish Chander Reddy is a director and shareholder in Sagarsoft (India) Limited and is also a Director and shareholder in Sagarsoft Inc, USA

M/s. Sagarsoft INC, USA, being related party, entered into transactions for Availing and rendering of IT and Other related services. The Management has provided the Audit Committee with the relevant details of proposed RPTs including rationale, material terms and basis of pricing. The Audit Committee, after discussion and deliberation, has granted approval for the terms of approved RPT.

The Audit Committee has noted that the said transactions are at an arms' length basis and in the ordinary course of business. As the transactions are material in nature, approval from the shareholders under Regulation 23(4) and other applicable Listing Regulations is required. The Audit Committee has reviewed the certificates furnished by the Managing Director and the Chief Financial Officer as required under the RPT Industry Standards.

In terms of SEBI Circular dated June 26, 2025 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the disclosures in respect of Related Party Transactions are as below:

#### Details relating to sale, purchase or supply of goods or services or any other similar business transaction

S.No.	Particulars of the information	Information provided by the management
A. Basic details of the related party		
1.	Name of the related party	Sagarsoft Inc, USA
2.	Country of incorporation of the related party	USA
3.	Nature of business of the related party	Information Technology related services
B. Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Shri. Kalva Satish Chander Reddy, Director and shareholder of the company, holding 60% capital in Sagarsoft INC, USA
a)	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect*, in the related party.	Shri. Kalva Satish Chander Reddy, Director and shareholder of the company, holding 60% capital in Sagarsoft INC, USA

S.No.	Particulars of the information	Information provided by the management	
b)	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable	
c)	Shareholding of the related party, whether direct or indirect*, in the listed entity / subsidiary (in case of transaction involving the subsidiary).	Nil	
	<i>*Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i>		
<b>C. Details of previous transactions with the related party</b>			
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year Note: Details need to be disclosed separately for listed entity and its subsidiary.	<b>Nature of Transactions</b>	<b>FY 2025-26 (Rs. In lakhs)</b>
		Information Technology related services	2012.74
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil	
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No	
<b>D. Amount of the proposed transaction(s)</b>			
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	Rs. 3600.00 lakhs	
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	21.90%	
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable	
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	47.46%	
6.	Financial performance of the related party for the immediately preceding financial year: <i>Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	<b>Details of Sagarsoft INC USA on standalone basis for FY 2024-25:</b>	
		<b>Particulars</b>	<b>Rs. in Lakhs</b>
		Turnover	7585.35
		Net Worth	1635.09
		Net Profit	3.89

S.No.	Particulars of the information	Information provided by the management
<b>E. Basic details of the proposed transactions</b>		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Services
2.	Details of each type of the proposed transaction	Information Technology related services
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Sale and Purchase of Goods and Services is for 1 year from the date of approval
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 3600.00 lakhs
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Transactions are entered by the company at arm's length basis and in the ordinary course of business, with market-benchmarked pricing and terms. They support operational efficiency and collaboration which are subject to internal controls, approvals, and Audit Committee oversight to ensure regulatory compliance and protect stakeholder interests.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.</i>	
	a. Name of the director / KMP	Shri. Kalva Satish Chander Reddy
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	60%
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	None.
<b>G. Additional disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</b>		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process applied
2.	Basis of determination of price.	Arm's length price
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following	Not Applicable
	Amount of Trade advance	
	Tenure	
	Whether same is self-liquidating?	

The material Related Party Transactions has been approved by the Audit Committee, and the Board of Directors recommend for approval by the shareholders.

Accordingly, the necessary resolution is submitted in Item No.5 of the Notice and your Board recommends the same for approval of the shareholders.

The Members may please note that in terms of provisions of the Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the resolution as specified in Item No. 5 of the Notice.

Mr. Kalva Satish Chander Reddy Director of the Company is interested in the said resolution. None of the other Directors and Key Managerial Personnel of the Company or their relatives is in any concerned or interested, financially or otherwise, in passing of this resolution.

#### **On Item No.6**

Smt.Keerthi Anantha (DIN:09379678) was appointed as an Independent Director of the Company at the 26<sup>th</sup> Annual General Meeting of the Company for a period of 5 years from November 10, 2021 to November 09, 2026. In terms of Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013 ('the Act') and other applicable provisions of the said Act and under applicable Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') or any amendment thereto or modification thereof, based on her performance evaluation, the recommendations made by the Nomination and Remuneration Committee, the Board of Directors at their meeting held on May 25, 2026 has recommended the re-appointment of Smt. Keerthi Anantha (DIN: 09379678) as an Independent Director for a second term of 5 years with effect from November 10, 2026.

In terms of Section 149(10) of the Companies Act, 2013 approval of the Members by way of Special Resolution is sought for the said re-appointment. The Company has received from the above director (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act from being appointed as a Director nor debarred from holding office of Director by virtue of any SEBI order or any other such authorities as per circulars dated June 20, 2018, issued by BSE Limited ('BSE') and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and as per the Listing Regulations.

In the opinion of your Board, the above said Director fulfills the conditions specified in the Act, the Rules made there under and in the Listing Regulations for her re-appointment as an Independent Director and she is independent of the management of the Company.

A brief profile of Smt. Keerthi Anantha is given in **Annexure 2**, forming part of the Notice. Keeping in view her expertise and knowledge, it would be in the interest of the company, to approve her re-appointment as an independent director.

Accordingly, the approval of the shareholders is being sought for the above re-appointment as contemplated in Clause IV of the Schedule IV to the Companies Act, 2013. Copy of the letter containing the terms and conditions of the appointment of Smt. Keerthi Anantha shall be open for inspection by the Members on the Company's website [www.sagarsoft.in](http://www.sagarsoft.in).

Except Smt. Keerthi Anantha, who may be deemed to be interested in the resolution No.6 as the resolution relates to her reappointment, none of the other Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Your directors recommend the resolution for approval of the shareholders.

#### **On Item No.7**

The Shareholders at their 26<sup>th</sup> Annual General Meeting held on 20<sup>th</sup> June, 2022 has approved the appointment of Mr.K.Roopesh, as President of IT CATS LLC, wholly owned subsidiary of the company with effect from 07<sup>th</sup> October, 2021 at an aggregate amount of remuneration (inclusive of salary, perquisites, allowances, incentives, bonuses, retirement benefits, insurance, other facilities etc.) not exceeding Rs.225.00 Lakhs (USD 3,00,000) per annum plus 2% Commission on the net profits of IT CATS LLC, USA.

In view of the significant growth in the operations of IT CATS LLC, USA, increased scale and complexity of business, and considering Mr.K.Roopesh's substantial contribution in driving strategic initiatives, business expansion, and operational efficiency, it is now proposed to revise his remuneration. Accordingly, approval of the Members is sought to increase the remuneration payable to Mr.K.Roopesh from Rs.225.00 Lakhs (USD 3,00,000) per annum plus 2% Commission on the net profits of IT CATS LLC, USA to Rs. 337.21 Lakhs (USD 3,50,000) p.a. plus 2% commission on the net profits of IT CATS LLC.

Mr. K.Roopesh, aged 53 years, is a graduate and IT Professional, is one of the Director of the Company. He is expert in running IT companies, Sales Initiative through Analytics and Technology Requirements, highly adept in all phases of Software Development Life Cycle (SDLC).

As per Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, a related party transaction will require prior approval of shareholders through ordinary resolution, if the monthly remuneration exceeding two and half lakh rupees to any related party holding any office or place of profit in the company, its subsidiary company or associate company.

The value of proposed aggregate transactions with Mr.K.Roopesh is likely to exceed the said threshold limit. Accordingly, transaction entered into with Mr. K.Roopesh falls within the meaning of related party transaction in terms of provisions of the Companies Act, 2013 and applicable Rules framed thereunder read with the Listing Regulations. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with Mr. K.Roopesh are as follows:

S.No.	Particulars	
1	Name of the Related Party	Mr.K.Roopesh
2	Name of the Director or KMP who is related if any	Mr.K.Roopesh
3	Nature of Relationship	Mr. K.Roopesh, Director of the Company, holding office or place of profit i.e. the President of IT CATS LLC, a wholly owned subsidiary of the company.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Remuneration: Not exceeding Rs. 337.21Lakhs (USD 3,50,000) p.a. plus 2% commission on the net profits of IT CATS LLC.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

Except Mr. K.Roopesh, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 7 of this Notice as an Ordinary Resolution.

By Order of the Board of Directors  
For **Sagarsoft (India) Limited**

**T Sri Sai Manasa**  
**Company Secretary & Compliance Officer**  
M.No. F13917

Place: Hyderabad  
Date: May 25, 2026

**Registered Office:**  
Plot No.111, Road No.10,  
Jubilee Hills, Hyderabad – 500 033  
Telangana.  
CIN: L72200TG1996PLC023823

## Annexure 2

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2)

### Details of Directors seeking appointment/re-appointment at the Annual General Meeting

S.No.	Particulars	Name of the Director		
		K.Satish Chander Reddy	K Pradeep Kumar Reddy	Keerthi Anantha
1	DIN	02412539	02598624	09379678
2	Date of birth	05.12.1963	03.05.1973	16.09.1980
3	Age	63 years	53 Years	46 Years
4	Educational Qualifications	B E., M.S	Bachelor's Degree in Technology and Masters in Business Management.	B.A., B.L. (Hons.) degree from the NALSAR University of Law
5	Experience in specific functional areas	Technocrat and Entrepreneur	He has wide experience in Information Technology and Business Administration	Legal Professional
6	Brief Resume	Is an Engineering Graduate and has vast experience in Information Technology	Shri K. Pradeep Kumar Reddy is Executive Director and CFO of the company. He has wide experience in Information Technology and Business Administration	Smt.Keerthi Anantha is a lawyer with over 22 years of professional experience. She practices in the areas of corporate law, real estate and private client
7	Nature of Appointment	Retires by rotation and offers himself for re-appointment	Retires by rotation and offers himself for re-appointment	Re-appointment as an Independent Director for a second consecutive term of 5 years with effect from November 10, 2026
8	Terms and Conditions of Appointment/ Re-appointment	Appointment as a director subject to retirement by rotation under Section 152 of the Companies Act, 2013	Appointment as a director subject to retirement by rotation under Section 152 of the Companies Act, 2013	As an Independent Director of the Company, to hold office for a period of 5 years with effect from November 10, 2026 subject to other terms and conditions as are applicable to other independent directors
9	Date of first appointment on the Board	26.06.2001	06.11.2015	10.11.2021
10	Directorships in other Companies (other than listed companies)	Helios Management Services Private Limited	<ol style="list-style-type: none"> <li>1. Savyasachi Constructions Private Limited</li> <li>2. Sapplica Info Technologies Private limited</li> <li>3. Sagar Power Limited</li> <li>4. Super Hydro Electric Private Limited</li> </ol>	Nil

S.No.	Particulars	Name of the Director		
		K.Satish Chander Reddy	K Pradeep Kumar Reddy	Keerthi Anantha
11	Directorships in other Listed Companies	Nil	Nil	Nil
12	Names of Listed Companies from which he/she has resigned in the past three years	Nil	Nil	Nil
13	Membership/ Chairmanship of Committees of other Boards	Nil	Nil	Nil
14	No. of shares held including shareholding as a beneficial owner in Sagarsoft (India) Limited	6,32,238	365	Nil
15	Membership of Audit / Stakeholders Relationship Committees of Public Limited Companies	Nil	Sagar Power Limited:- Audit Committee - Member  Nomination and Remuneration Committee - Member	Nil
16	Number of Board Meetings attended during the year	5	5	5
17	Details of Remuneration last drawn	No remuneration was paid except the sitting fee	An amount of Rs.1,01,08,065/- was paid towards remuneration including commission as Executive Director and CFO for the financial year 2025-26	No remuneration was paid except the sitting fee
18	Details of remuneration sought to be paid	No remuneration was paid over and above the sitting fee	As mentioned in resolution seeking his re-appointment.	No remuneration was paid over and above the sitting fee

S.No.	Particulars	Name of the Director		
		K.Satish Chander Reddy	K Pradeep Kumar Reddy	Keerthi Anantha
19	Inter-se relationship with other directors, Managers Other Key managerial Personnel of the company	Nil	Nil	Nil
20	The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable	Smt. Keerthi Anantha is having vast experience in the area of corporate law. The Company believes that her skills, knowledge and experience on the Board will complement the effective functioning of the Company
21	Information as required pursuant to BSE Circular no. LIST/COMP/14/2018-19 and Circular of National Stock exchange of India Limited having Ref No. NSE/CML/2018/24 dated 20th June, 2018.	We affirm that Shri K. Satish Chander Reddy is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority. Nomination and Remuneration Committee and the Board of directors of the Company has also verified that Shri K. Satish Chander Reddy is not debarred from holding the office of director pursuant to any SEBI Order.	We affirm that Shri K. Pradeep Kumar Reddy is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority. Nomination and Remuneration Committee and the Board of directors of the Company has also verified that Shri K. Pradeep Kumar Reddy is not debarred from holding the office of director pursuant to any SEBI Order.	We affirm that Smt. Keerthi Anantha is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority. Nomination and Remuneration Committee and the Board of directors of the Company has also verified that Mrs. Keerthi Anantha is not debarred from holding the office of director pursuant to any SEBI Order
22	Justification for choosing the appointee for appointment as an Director	Not Applicable	Not Applicable	The Company believes that her skills, knowledge and experience on the Board will complement the effective functioning of the Company

By Order of the Board of Directors  
For **Sagarsoft (India) Limited**

**T Sri Sai Manasa**  
**Company Secretary & Compliance Officer**  
M No. F13917

Place: Hyderabad  
Date: May 25, 2026

**Registered Office:**  
Plot No.111, Road No.10,  
Jubilee Hills, Hyderabad – 500 033  
Telangana.  
CIN: L72200TG1996PLC023823