

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 29th Annual General Meeting ("AGM") of the Members of Sagarsoft (India) Limited will be held on Monday the 07th day of July, 2025 at 4.00 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, 2025, 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, 2025, 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, 2025 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, 2025 together with the Report of the Auditors' thereon be and are hereby received, considered, approved and adopted."

2. To declare dividend of Rs. 2.00 per share (20%) on the equity shares of the company for the financial year ended March 31, 2025 and, in this regard, to pass the following resolution as an ordinary resolution:

"Resolved that a dividend of Rs. 2.00 per share (20%) on the 63,92,238 equity shares of Rs.10/- each of the company be and is hereby declared for the financial year ended March 31, 2025."

3. To appoint a Director in place of Shri S.Sreekanth Reddy (DIN: 00123889), who retires by rotation as director and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an ordinary resolution:

"Resolved that Shri S.Sreekanth Reddy (DIN: 00123889), who retires by rotation as director 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 appoint a Director in place of Shri M. Jagadeesh (DIN: 01590689), who retires by rotation as director and being eligible, offers himself for re-appointment

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

"Resolved that Shri M. Jagadeesh (DIN: 01590689) who retires by rotation as director 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. Appointment of Secretarial Auditors of the company and to fix their remuneration

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

"Resolved that pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time M/s.B S S & Associates, Company Secretaries (Firm Registration No. 3744) be and are hereby appointed as the Secretarial Auditors of the company to hold office for a period of five consecutive years, from the conclusion of this Annual General Meeting, till the conclusion of the 34th Annual General Meeting of the Company to be held in the calendar year 2030, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the said Firm."

By Order of the Board of Directors

T Sri Sai Manasa
Company Secretary
M.No.A61433

Place: Hyderabad
Date: May 14, 2025

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 dt. 28.12.2022, 09/2023 dt. 25.09.2023 and 09/2024 dt. 19.09.2024 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 29th 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 15th 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** with a copy marked to **evoting@kfintech.com** and company's email id at **info@sagarsoft.in**.
5. The Board of Directors of the Company at its meeting held on 14th May, 2025 considered all the businesses mentioned in the notice of the AGM as being unavoidable and needed to be transacted at the 29th AGM of the Company.
6. 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-1.
7. 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 - 500 032.
8. **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 clicking "e-AGM - Video Conference & Streaming" and access the shareholders'/ members' login 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.
9. 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.
10. 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.
11. 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).

12. Remote e-Voting: Pursuant to the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, and the MCA 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.19 below for detailed instruction for remote-voting.

13. 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.20 below for instruction for e-voting during the AGM.

14. The Company has fixed 30th June, 2025 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.

15. The Register of Members and Transfer Book of the Company will be closed from 1st July, 2025 to 7th July, 2025 (both days inclusive).

16. 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 March 31, 2025 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice calling the AGM and the Annual Report has been uploaded on the website of the Company at 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>.

17. In view of the "Green Initiatives in Corporate Governance" introduced by MCA and in terms of the provisions of the Act, Members who are holding shares of the Company are required to register their email addresses, so as to enable the Company to send all notices / reports / documents / intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same.

- i. Members holding shares in dematerialized form, who have not registered their email ID's with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).
- ii. Members holding shares in physical form may register their email address and mobile number

with Company's Registrar and Share Transfer Agent, KFintech by sending an e-mail request at the email ID **einward.ris@kfintech.com** along with scanned copy of the duly signed request letter by first holder providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Annual Report, AGM Notice and the e-voting instructions.

- iii. Those members who have registered their e-mail address, mobile no., postal address and bank account details are requested to validate / update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting KFintech, the Registrar and Share Transfer Agent of the Company, in case of shares held in physical form.

18. 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.19 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 official email-id i.e., **info@sagarsoft.in** and marking a copy to **evoting@kfintech.com** mentioning their name, DP ID and Client ID / Folio number atleast 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.18 (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**

19. Instructions for members for remote e-Voting:

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

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.

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.

- i. The remote e-voting facility will be available during the following period:
 - a. Day, date and time of commencement of remote e-voting Thursday, 3rd July, 2025 (9.00 A.M. IST) and ends on Sunday, 6th July, 2025 (5.00 P.M. IST).
 - b. Day, date and time of end of remote e-voting is Sunday, 6th July, 2025 (5.00 P.M. IST), beyond which remote e-voting will not be allowed.
- ii. Details of Website: <https://evoting.kfintech.com>
- iii. The voting rights of the Members 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 30th June, 2025. A person who is not a Member as on the cut-off date should treat Notice of this Meeting for information purposes only.
- iv. The Company is sending through email, the AGM Notice and the Annual Report to the shareholders whose name is recorded as on 6th June, 2025 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 6th June, 2025 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. 30th June, 2025 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 and Client ID, the Member may send SMS: MYEPWD <space> 'e-voting Event Number + Folio number or DP ID and 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 KFinTech's Toll free number 1-800-3094-001. Member may send an e-mail request to **evoting@kfintech.com**.
- v. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFinTech upon expiry of aforesaid period.
- vi. **Details of persons to be contacted for issues relating to e-voting:**
- Shri. Sankara Gokavaraku, Senior Manager - 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.
- vii. **Details of Scrutinizer:** Shri S.Srikanth, Partner, representing M/s. B S S & Associates, Practicing Company Secretaries (Unique Code of Partnership Firm: P2012AP02600) has been appointed as the Scrutinizers to scrutinize the e-voting process in a fair and transparent manner.
- viii. 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.
- ix. The procedure and instructions for the remote e-voting facility for Individual shareholders holding securities in demat mode are provided as follows.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. User already registered for IDeAS facility: Visit URL: https://eservices.nsdl.com Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' Section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-voting" Click on company name or e-voting service provider and you will be re-directed to e-voting service providers' website for casting the vote during the remote e-voting period.
	2. User not registered for IDeAS e-Services To register click on link: https://eservices.nsdl.com Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in point 1
	3. Alternatively by directly accessing the e-Voting website of NSDL Open URL: https://www.evoting.nsdl.com Click on the icon "Login" which is available under 'Shareholder/Member' Section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. Post successful authentication, you will be requested to select the name of the company and the e-voting Service Providers' name, i.e. KFinTech . On successful selection, you will be redirected to KFinTech's e-voting page for casting your vote during the remote e-voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login Or URL: https://www.cdslindia.com</p> <p>Click on New System Myeasi</p> <p>Login with your registered user id and password.</p> <p>The user will see the e-voting Menu.</p> <p>The Menu will have links of ESP i.e. KFintech's e-voting portal.</p> <p>Click on e-Voting service providers' name to cast your vote.</p>
	<p>2. User not registered for Easi/Easiest</p> <p>Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>Proceed with completing the required fields.</p> <p>Follow the steps given in point 1</p>
	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin</p> <p>Provide your demat Account Number and PAN No.</p> <p>System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e-voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility.</p> <p>Once logged-in, you will be able to see e-voting option.</p> <p>Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication wherein you can see e-voting feature.</p> <p>Click on options available against company name or e-voting service providers' name- KFintech and you will be redirected to e-voting website of KFintech for casting your vote during the remote e-voting period without any further authentication.</p>

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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

x. The procedure and instructions for remote e-voting facility for shareholders other than individual shareholders holding securities in demat mode and shareholders holding shares in physical mode are provided as follows:

- a. Open your web browser during the remote e-voting period and navigate to <https://evoting.kfintech.com>
- b. Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No. or DP ID and 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.
- c. After entering these details appropriately, click on "LOGIN".

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.

- d. You need to login again with the new credentials.
- e. On successful login, the system will prompt you to select the e-voting Event Number for **Sagarsoft (India) Limited**.
- f. 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.
- g. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e., 30th June, 2025 under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as on the cut-off date.

- h. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- i. Members holding multiple folios/ demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- j. 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.
- k. 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.
- l. During the voting period, Members can login any number of times till they cast their vote on the Resolution(s).
- m. 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** with a copy to **evoting@kfintech.com** and **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."

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. Sankara Gokavaraku, Senior Manager - Corporate Registry, of KFinTech at 1800-3094-001 (toll free).

- n. The Scrutinizer's decision on the validity of the vote shall be final.
- o. 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.

- p. 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.
- q. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company i.e. www.sagarsoft.in and on the website of KFinTech i.e. <https://evoting.kfintech.com>. The results shall simultaneously be communicated to BSE Limited at <https://www.bseindia.com> where the shares of the Company are listed. The result shall also be displayed on the Notice Board at the Registered Office of the Company.
- r. 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.

20. 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 e-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 e-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

- 21. 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.

- 22. Members may kindly note that in accordance with SEBI Circular reference SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 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 by clicking the 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).

- 23. 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 by 5.00.p.m IST on 15th June, 2025. 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 30th June, 2025.

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/>.

- 24.** Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7

Year	Nature of Dividend	Rate of Dividend on share of par value of Rs.10/- each
2017-18	Final	25% (Rs.2.50 per share)
2018-19	Interim	10% (Rs.1.00 per share)
2018-19	Final	15% (Rs.1.50 per share)
2019-20	Final	15% (Rs.1.50 per share)
2020-21	Final	25% (Rs.2.50 per share)
2021-22	Final	30% (Rs.3.00 per share)
2022-23	Final	20% (Rs.2.00 per share)
2023-24	Final	20% (Rs.2.00 per share)

- 26.** The details of dividend lying unclaimed in respect of these years are available in the website of the Company at 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. 7 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.

- 27.** 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.
- 28.** In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant / Bankers' cheque / demand draft as the case may be to such Member.
- 29.** The Company has fixed 30th June, 2025 as the 'Record Date' for determining entitlement of members to the dividend of Rs. 2/- per share for the financial year ended 31st March, 2025, if approved at the ensuing AGM.

(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.

- 25.** 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.

- 30.** 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:

- 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 30th June, 2025
- 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 30th June, 2025.

- 31. 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, 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 DP.

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. 7.

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 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. 7.

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.

32. 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.
33. 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.
34. 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.
35. 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**
36. As per Regulation 40 of SEBI (LODR) 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 relogged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 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.
37. 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 Gazette Notification no. SEBI/LADNRO/GN/2022/66 dated January 24, 2022 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023) 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.

38. 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 30th June, 2025 through email to info@sagarsoft.in for seeking information, If any, and the same will be replied by the Company suitably.
39. Members may note that the Annual Report for the year 2024-25 is also available on the Company's website www.sagarsoft.in for their download.
40. 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 29th AGM and facility for those Members to participate in the AGM to cast vote through e-voting system during the AGM.
41. 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 avail the facility of remote e-voting or casting vote through e-Voting system during the meeting.
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 29th 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. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.sagarsoft.in and on the website of KFintech at <https://evoting.kfintech.com> immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited, Mumbai, where the shares of the company are listed.
46. 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

T Sri Sai Manasa
Company Secretary
M.No.A61433

Place: Hyderabad
Date: May 14, 2025

Annexure to the Notice of the 29th 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 Nos.5 of the accompanying Notice dated May 14, 2025

On Item No.5

In terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), based on the recommendations of the Audit Committee, the board has considered the appointment of M/s.B S S & Associates, Company Secretaries a Peer Reviewed Firm (Firm Registration No. 3744), as the secretarial auditors of the Company, for a term of five consecutive years, commencing from the conclusion of the 29th Annual General Meeting of the Company till the conclusion of the 34th Annual General Meeting to be held in the year 2030.

Disclosure under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

1.	Proposed Fee Payable	Rs. 1,00,000 /- plus applicable taxes and out of pocket expenses.
2.	Terms of appointment	M/s. BSS & Associates, Company Secretaries, will hold office from the conclusion of the 29 th Annual General Meeting till the conclusion of the 34 th Annual General Meeting to conduct the secretarial audit of the Company for the financial years 2025-26 to 2029-30.
3.	Any material Change in the fee payable to auditor from that paid to the outgoing auditor along with the rationale for such change	No such change
4	Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor (s) proposed to be appointed.	<p>M/s. B S S & Associates, Company Secretaries, was founded by a Practicing Company Secretary, CS S.Srikanth, who is also a Registered Valuer and Insolvency Professional, having vast experience in dealing with Corporates with respect to corporate law, SEBI, FEMA / RBI, Insolvency & Bankruptcy and Valuation. He along with his team of professionals through their unrelenting quest for excellence have established their remarkable position in the related professional field.</p> <p>During the last 17 years of its existence, it has grown into a multifaceted big sized Company Secretary firm offering a broad spectrum of services to its diverse clientele.</p> <p>The firm has had a long and trustworthy history. Since the firm's formation in 2008, the firm has pride itself on values such as professionalism, dedication, responsibility, honesty.</p> <p>Serving to the wider business community from the last 17 years, firm enjoyed unparalleled reputation and respect of clients, who trust and rely on us for our expertise and professionalism.</p>

M/s. B S S & Associates, Secretarial Auditors has given their consent and confirmed their eligibility for appointment as secretarial auditors of the company.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

None of the Directors or the Key Managerial Personnel (KMP) of the company or the relatives of Directors and KMPs is concerned or interested, financially or otherwise in the Resolution proposed in Item No.5.

Place: Hyderabad
Date: May 14, 2025

By Order of the Board of Directors

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

T Sri Sai Manasa
Company Secretary
M.No.A61433

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	
		Shri. S.Sreekanth Reddy	Shri M Jagadeesh
1	DIN	00123889	01590689
2	Date of birth	27.08.1971	26.07.1971
3	Age	53 years	53 Years
4	Qualification	B.E. (I & P) and PG Diploma in cement technology	-
5	Experience in specific functional areas	Corporate Executive	Has been on the Board since 13.06.2002 and appointed as Managing Director w.e.f. 31.10.2008. He has wide experience in Information Technology and Business Administration.
6	Brief Resume	Is an Engineering Graduate and holding PG Diploma in Cement Technology and has vast experience in the field of Cement Industry	Shri. M.Jagadeesh is Managing Director of the company. He has wide experience in Information Technology and Business Administration.
7	Nature of Appointment	Retires by rotation and being eligible offers himself for re-appointment	Retires by rotation and being eligible offers himself for re-appointment
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
9	Date of first appointment on the Board	15.07.1996	13.06.2002
10	Directorships in other Companies (other than listed companies)	1. Sagar Cements (M) Private Limited 2. Super Hydro Electric Private Limited 3. Sagar Power Limited 4. Sagar Priya Housing And Industrial Enterprises Limited 5. Sree Venkateshwara Winery And Distillery Private Limited	1. Savyasachi Constructions Private Limited 2. Sapplica Info Technologies Private limited 3. Sagar Power Limited
11	Directorships in other Listed Companies	1. Andhra Cements limited 2. Sagar Cements Limited	Nil
12	Names of Listed Companies from which he has resigned in the past three years	Nil	Nil

S.No.	Particulars	Name of the Director	
		Shri. S.Sreekanth Reddy	Shri M Jagadeesh
13	Membership/Chairmanship of Committees of other Boards	Sagar Cements Limited - Risk Management & ESG Committee - Chairman - CSR Committee - Member Andhra Cements Limited - Risk Management Committee - Chairman - Audit Committee - Member - Nomination and Remuneration Committee - Member	Nil
14	No. of shares held including shareholding as a beneficial owner in Sagarsoft (India) Limited	11,68,597	11,400
15	Membership of Audit / Stakeholders Relationship Committees of Public Limited Companies	Member of Audit Committee in Sagar Cements (M) Private Limited	Member of Audit Committee & Chairman of Nomination and Remuneration Committee in Sagar Power Limited
16	Number of Board Meetings attended	4	5
17	Details of Remuneration last drawn	No remuneration was paid except the sitting fee	An amount of Rs.99,04,750/- was paid towards remuneration including commission as Managing Director for the financial year 2024-25
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.
19	Inter-se relationship with other directors, Managers Other Key managerial Personnel of the company	None	None
20	The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Shri. S. Sreekanth Reddy holds PG Diploma in cement technology and having ample experience in the Cement Industries The Company believes that his knowledge and experience on the Board will complement the effective functioning of the Company.	Shri. M.Jagadeesh is have vast experience in the area of Information Technology and Business Administration. The Company believes that his skills, knowledge and experience on the Board will complement the effective functioning of the Company.

S.No.	Particulars	Name of the Director	
		Shri. S.Sreekanth Reddy	Shri M Jagadeesh
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. S. Sreekanth 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. S. Sreekanth Reddy is not debarred from holding the office of director pursuant to any SEBI Order.	We affirm that Shri. M.Jagadeesh 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. M.Jagadeesh is not debarred from holding the office of director pursuant to any SEBI Order.

By Order of the Board of Directors

Place: Hyderabad
Date: May 14, 2025

Registered Office:

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

T Sri Sai Manasa
Company Secretary
M.No.A61433