

**SAKSOFT LIMITED**

CIN: L72200TN1999PLC054429

Regd office: Global Infocity Park, Block A, 2nd floor, #40, Dr MGR Salai, Kandanchavadi, Perungudi, Chennai – 600 096Email Id: complianceofficer@saksoft.com; investorqueries@saksoft.co.in website: www.saksoft.com;

Phone: 044 – 24543500; Fax: 044 - 24543510

Dated: May 26, 2025

Dear members

You are cordially invited to attend the 26th Annual General Meeting of the Members of Saksoft Limited ("the Company") to be held on Friday, the 08th day of August, 2025 at 10.30 A.M. IST through Video Conference ("VC")/ Other Audio-Visual Means ("OAVM") facility.

The Notice of the Meeting, containing the business to be transacted, is enclosed herewith, as per Section 108 of the Companies Act, 2013, ("the Act") read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company is pleased to provide its Members the facility to participate at the Annual General Meeting through Video Conference/ OAVM facility.

Very truly yours,

Sd/-**Aditya Krishna**

Chairman & Managing Director

Notice to the Shareholders

NOTICE is hereby given that the 26th (Twenty Sixth) Annual General Meeting ("AGM") of the Members of the Company will be held on Friday, the 08th day of August 2025 at 10.30 A.M (IST) through Video Conferencing / OAVM to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the Reports of Board of Directors and the Auditors thereon.
 - 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.
2. To consider and approve a Final Dividend of 40 % (Re 0.40/- per Equity Share) on the Paid-up Equity Share Capital of the Company for the Financial Year 2024- 2025 in addition to the Interim Dividend of Re. 0.40/- per Share paid during the year.
3. To re-appoint Ms. Kanika Krishna (DIN: 06954593), Director who retires by rotation and, being eligible, and offers herself for re-appointment.

Special Business:

4. To re-appoint Mr. Aditya Krishna as the Chairman and Managing Director (DIN: 00031345) Managing Director of the Company for the period 01/04/2026 to 31/03/2031.

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, approval of the Members be and is hereby accorded to re-appoint Mr. Aditya Krishna (DIN: 00031345) as the Chairman and Managing Director of the Company, for a further period of 5 (five) years, on expiry of

his present term of office, with effect from 1st April 2026 to 31st March 2031 on the terms and conditions contained in the agreement and including remuneration, perquisites and benefits as set out below:

Details of terms of remuneration: The proposed Basic salary is Rs. 10,00,000/-per month.

Perquisites and allowances:

In addition to salary, the Chairman and Managing Director shall be entitled to the following perquisites/benefits, which shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of any such rule, perquisite shall be evaluated at actual cost.

Perquisites include the following:

- A. Rent free residential accommodation or house rent allowance in lieu thereof.
- B. Medical Insurance coverage in line with the Company Policy.
- C. Contribution to Provident Fund as per the rules of the Company.
- D. Club fees for two-clubs excluding admission and life Membership fees.
- E. Leave Travel Concession once in a year for self and family to any place in India by Air/Rail/Road.
- F. Company maintained car with Driver.
- G. Telephone facility at residence.
- H. Any other benefit provided to the employees of Saksoft Limited from time to time.

"RESOLVED FURTHER THAT the Chairman and Managing Director may also be entitled to payment of Commission as per the Limits specified under Section 196, 197, 198 and all other applicable Sections of Companies Act, 2013."

"RESOLVED FURTHER THAT where in any Financial Year, during the currency of tenure of the Chairman and Managing Director, the Company has no profits or its profits are inadequate, the remuneration payable to him by way of salary, perquisites & allowances as noted above shall be paid as minimum remuneration for a period not exceeding 3 years, subject to the limits prescribed in Section II of Part II of Schedule V to the Companies

Act, 2013 or such other limits as maybe prescribed by the Government from time to time and applicable to the Company."

"RESOLVED FURTHER THAT subject to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company be and are hereby severally authorized to make such other modifications, alterations, variations in the terms and conditions relating to remuneration of the Chairman and Managing Director in terms of Schedule V and other applicable provisions of the Companies Act, 2013, at their own discretion from time to time."

"RESOLVED FURTHER THAT wherever in any Act, Articles, Contract or otherwise it has been provided that any item relating to above matters shall have express approval of the Shareholders of the Company or the Company could carry out that transaction/activity only if the Shareholders so authorizes, then and in that case this resolution hereby expressly authorizes and approves those transactions and it shall be deemed that such transactions/activities have been approved and permitted without any further action from the Shareholders."

5. To re-appoint M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries, Chennai as Secretarial Auditors of the Company for the FY 2025-26 to FY 2029-30 and fix their remuneration.

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

"RESOLVED THAT pursuant to Section 204 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) of re-enactment thereof for the time being in force) and the provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Circulars issued thereunder from time to time based on recommendation of Board of directors of the Company, M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries, Chennai bearing Firm Registration Number P2000TN103000 and Peer Review Number: 6608/2025, be and are hereby appointed as the Secretarial Auditors of the Company commencing from the conclusion of this Annual General Meeting till

the conclusion of the 31st Annual General Meeting to be held in FY 2029-30 at a remuneration to be fixed by the Board of Directors of the Company, in addition to the reimbursement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively."

"RESOLVED FURTHER THAT Mr. Niraj Kumar Ganeriwala, CFO and COO or Ms. Meera Venkatramanan, Company Secretary be and are hereby authorized to issue an intimation letter to M/s. Lakshmmi Subramanian & Associates along with the scope of Audit and do all such acts, deeds and things as may be necessary in this regard. "

"RESOLVED FURTHER THAT Mr. Niraj Kumar Ganeriwala, CFO and COO or Ms. Meera Venkatramanan, Company Secretary of the Company, be and are hereby severally authorized to do such other acts, deeds, things as may be required in this regard including filing of necessary forms and returns as may be required with the Ministry of Corporate Affairs."

6. To consider and approve remuneration payable to Ms. Asmita Krishna who has been appointed to an office or place of profit under section 188 of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of sub section (1) (f) of Section 188 of Companies Act, 2013 read with Rule 15 (3) of Companies (Meetings of Board and its Powers) Rules 2014 and other applicable provisions, if any, including any statutory modifications or re enactment thereof for the time being in force, and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, approval of the Members be and is hereby accorded for holding of office or place of profit / employment as Business Account Manager by Ms. Asmita Krishna, daughter of Mr. Aditya Krishna, Chairman & Managing Director and one of the Promoters of the Company and sister of Ms. Kanika Krishna, Non Executive Non Independent Director on a total remuneration exceeding INR. 2,50,000 (Rupees Two lakh fifty thousand) per month including but not limited to all basic, additional, fixed and variable remunerations, bonus, commission, incentives, allowances, benefits, perquisites, amenities and conveniences etc."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to review and determine from time to time, the term of holding of the said office or place of profit / employment of Ms. Asmita Krishna, including her remuneration at its discretion and to do all such necessary acts, deeds, matters and things as are required to be done in this regard."

7. To consider and approve remuneration payable to Mr. Skanda Ramesh Haritha who has been appointed to an office or place of profit under section 188 of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of sub section (1) (f) of Section 188 of Companies Act, 2013 read with Rule 15 (3) of Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, including any statutory modifications or reenactment thereof for the time being in force, and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and

based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, approval of the Members be and is hereby accorded for holding of office or place of profit / employment as Business Development Executive by Mr. Skanda Ramesh Haritha, a relative of Mr. Aditya Krishna, Chairman & Managing Director and one of the Promoters of the Company and Ms. Kanika Krishna, Non Executive Non-Independent Director of the Company on a total remuneration exceeding INR 2,50,000 (Rupees Two lakh fifty thousand) per month including but not limited to all basic, additional, fixed and variable remunerations, bonus, commission, incentives, allowances, benefits, perquisites, amenities and conveniences etc."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to review and determine from time to time, the term of holding of the said office or place of profit / employment of Mr. Skanda Ramesh Haritha including his remuneration at its discretion and to do all such necessary acts, deeds, matters and things as are required to be done in this regard."

By order of the Board of Directors for Saksoft Limited

Date: May 26, 2025
Place: Chennai

Sd/-

Meera Venkatramanan
Company Secretary

Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No 09/2024 dated September 9, 2024 in relation to "Clarification of holding of Annual General Meeting through Video Conferencing or Other Audio Visual Means and on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 ("the Act") and the rules made thereunder" and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated – October 3, 2024 permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the above, the AGM of the Members of the Company is being held through Video Conferencing / Other Audio-Visual Means (VC/OAVM). The registered office of the Company shall be deemed to be the venue for the AGM.

As per provisions of Clause 3.A.II of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business are considered to be unavoidable by the Board and hence, form part of this Notice.

2. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the Special and Ordinary business under Item Nos. 3 and 4 to the Notice, is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 also annexed.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members on first come first served basis. This will not include 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, who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Members entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/

her behalf and the proxy need 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. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, and MCA Circular No 09/2024 dated September 9, 2024, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Section 112 and Section 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.

5. Since the AGM will be held through VC/OAVM, the route map is not annexed in this Notice.
6. Participation of Members through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members of the Company under the category of Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are encouraged to attend and vote at the AGM through VC. Institutional/Corporate Members intending to authorize their representatives 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 through VC / OAVM on its behalf and to vote through remote e-voting by email to the Company at complianceofficer@saksoft.com and to the Scrutinizer at vsassociates16@gmail.com from their registered email address.
8. The following documents will be available for inspection by the Members electronically during the 26th AGM. Members seeking to inspect such documents can send an email to complianceofficer@saksoft.com on or before Thursday, August 07, 2025, 5.00 PM (IST).
 - a) Certificate from the Statutory Auditors relating to the Company's ESOP under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
 - b) Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested maintained under the Companies Act, 2013.
9. Re-appointment of Director retiring by Rotation:

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Kanika Krishna, Non-Executive Non-Independent Director of the Company, is liable to retire by rotation and, being eligible, offers herself for

re-appointment at the AGM. Details pertaining to the Director retiring by rotation and seeking re-appointment are provided in Annexure 1 to the Notice. The Nomination and Remuneration Committee and the Board of Directors have recommended her re-appointment in their Meeting(s) held on May 26, 2025. Ms. Kanika Krishna is deemed to be interested in the Ordinary Resolution set out in Item No. 3 of the Notice relating to her re-appointment. Mr. Aditya Krishna, Chairman & Managing Director and one of the Promoters of the Company; Ms. Avantika Krishna, Chief Sales Officer of the Company and Ms. Asmita Krishna, Business Account Manager of the Company, being related to Ms. Kanika Krishna, is considered to be interested in the said resolution. Except for the aforementioned individuals, none of the other Directors, Key Managerial Personnel, or their relatives are, in any manner, concerned or interested, financially or otherwise, in the Ordinary Business mentioned under Item No. 3 of the Notice.

10. The Record Date of the Company is fixed as Friday, August 01st, 2025 for the purpose of Declaration of Dividend and Annual General Meeting of the Company.
11. Members may note that the Board, at its Meeting held on May 26, 2025, has recommended a Final Dividend of Re. 0.40/- per Share. The Final Dividend, once approved by the Members in the ensuing AGM, shall be paid electronically through various online transfer modes to those Members who have updated their bank account details. For Members who have not updated their bank account details, Dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving Dividend, Members are requested to update their KYC with their depositories (where Shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent ("RTA") (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date.
12. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of SEBI circular no. SEBI/HO/ CFD/ CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its Members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the Central Depository Services (India) Limited ("CDSL"). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by Members holding shares in dematerialized mode, physical mode and for Members who have not registered their email addresses is provided in the "Instructions for e-voting" section which forms part of this Notice.
13. The Board has appointed Mr. V Suresh, Practicing Company Secretary, (CP No.6032) and failing which, Mr. Udaya Kumar K R, Partner of V Suresh Associates, Practicing Company Secretaries, (CP No.21973) Chennai as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
14. Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Thursday, July 31, 2025 may cast their votes electronically. The e-voting period commences on Monday, August 04, 2025 (9.00 AM IST) and ends on Thursday, August 07, 2025 (5.00 PM IST). The e-voting module will be disabled by CDSL thereafter. A Member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of Members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on July 31, 2025.
15. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
16. Any person who is a Member as on the Cut-off date, i.e. July 31, 2025, shall be eligible to attend and vote on resolutions proposed at the AGM. Any person who is not a Member as on the Cut-off date shall treat this Notice for informational purpose only. All Members may refer to the Notice of the AGM uploaded on the Company's website and the website of the recognized Stock Exchanges i.e. www.nseindia.com and www.bseindia.com for e-voting instructions.
17. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Securities of Listed Companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and relogged transfers of securities. Further, SEBI vide its circular no. 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. 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. Members can contact the Company or Company's Registrars and Transfer Agents- Cameo Corporate Services Limited for assistance in this regard.

18. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report for the Financial Year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ Registrar and Share Transfer Agents, unless a Member has specifically requested for a physical copy of the same. Members may kindly note that the Notice along with the Annual Report for the Financial Year 2024-25 will also be available on the Company's website www.saksoft.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL <https://www.evotingindia.com>.
19. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with Cameo Corporate Services Limited in case the shares are held by them in physical form.
20. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, Power of Attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to Cameo Corporate Services Limited in case the shares are held in physical form.
21. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to Cameo Corporate Services Limited in case the shares are held in physical form.
22. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Cameo Corporate Services

Limited, 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 requisite changes.

23. In case of joint holders attending the Annual General Meeting, 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.
24. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Thursday, August 07, 2025 5.00 PM (IST) through email to complianceofficer@saksoft.com. The same will be replied by the Company suitably.
25. The Scrutinizer will submit his report to the Chairman of the Company, Mr. Aditya Krishna ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within two working days of the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges, NSDL and RTA, and will also be displayed on the Company's website, www.saksoft.com.
26. Since the AGM will be held through VC in accordance with the Circulars, proxy form and attendance slip are not attached to this Notice.

27. IEPF RELATED INFORMATION

1. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the dematerialised account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The Members/Claimants can file only one consolidated claim in a Financial Year as per the IEPF Rules.
2. Any unclaimed/ unpaid dividend amount shall be paid only on receipt of a valid request in this regard and the

satisfactory compliance of the requisite procedure, as prescribed by Company's Registrars and Transfer Agents, Cameo Corporate Services Limited.

3. Members may note that the shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority.

28. DIVIDEND RELATED INFORMATION

- 1) Members may note that the Board, at its Meeting held on May 26, 2025, has recommended a Final Dividend of Re. 0.40/- per Share. The Final Dividend, once approved by the Members in the ensuing AGM, will be paid electronically through various online transfer modes to those Members who have updated their bank account details. For Members who have not updated their bank account details, dividend warrants / demand drafts / cheques will
- 2) Members whose shareholding is in electronic mode are requested to notify any change in address or bank account details to their respective Depository Participant(s) ("DP"). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System ("ECS") mode to receive dividend on time in line with the Circulars. We urge Members to utilize the ECS for receiving dividends.

29. TAX ON DIVIDEND RELATED INFORMATION

- 1) Pursuant to the requirement of the Income-tax Act, 1961, ("the IT Act"), the Company will be required to withhold taxes at prescribed rates on dividend paid to shareholders.
- 2) The withholding tax rate would vary depending on the residential status of the shareholder and documents submitted by shareholder with the Company/ RTA/ Depository Participant.

a. For Resident Shareholders

Tax Deductible at Source (TDS) for Resident Shareholders

Sr No.	Particulars	Withholding Tax Rate	Documents required (if any) / Remarks
1.	Valid PAN updated in Company's Register of Members	10%	No document Required
2.	No PAN/Valid PAN not updated in the Company's Register of Members	20%	TDS/ Withholding tax will be deducted, regardless of the dividend amount, if the PAN of the shareholder is not registered with the Company/ Company/ RTA/DP. Please quote all the folio numbers under which you hold your shares while updating the records.
3.	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	The rate specified in the Certificate.	A lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before July 31, 2025.

No Tax Deductible at Source (TDS) on dividend payment to Resident Shareholders if the Shareholders submit following documents as mentioned in column no.4 of the below table with the Company /RTA/ DP on or before July 31, 2025.

Sr No. (1)	Particulars (2)	Withholding Tax Rate (3)	Documents required (if any) / Remarks (4)
1.	Submission of Form 15G/15H	Nil	Declaration in Form No. 15G (applicable to an individual who is below 60 years) / Form 15H (applicable to an individual who is 60 years and above), fulfilling certain conditions.
2.	Any resident shareholder exempted from TDS deduction as per the provisions of Income Tax Act or by any other law or Notification	Nil	Necessary documentary evidence substantiating exemption from deduction of TDS.

b. For Non-Resident Shareholders

The table below shows the withholding tax on dividend payment to Non-Resident Shareholders who submit, on or before July 31, 2025 the following document(s), as mentioned in column no.4 of the below table, to the Company / RTA. In case all necessary documents are not submitted, then the TDS/ Withholding tax will be deducted @ 20% (plus applicable surcharge and cess).

Sr No.	Particulars (2)	Withholding Tax Rate (3)	Documents required (if any) / Remarks (4)
1.	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Other Non-Resident shareholders	20% (plus applicable surcharge and cess) or Tax Treaty Rate, whichever is beneficial	FPI registration certificate in case of FIIs / FPIs. To avail Beneficial Rate of Tax Treaty following tax documents would be required: <ol style="list-style-type: none"> 1. Tax Residency certificate issued by revenue authority of Country of Residence of Shareholder for the year in which dividend is received 2. PAN or declaration as per Rule 37BC of Income Tax Rules, 1962 in a specified format. 3. Form 10F filled & duly Signed. 4. Self-declaration for non-existence of permanent establishment/fixed base in India (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and review to the satisfaction of the Company.)
2.	Availability of Lower/NIL tax deduction certificate issued by Income Tax Authority	Rate Specified in Certificate	Lower tax deduction certificate obtained from Income Tax Authority
3.	Any non-resident shareholder exempted from Withholding Tax (WHT) deduction as per the provisions of Income Tax Act or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc.	Nil	Necessary documentary evidence substantiating exemption from WHT deduction

The Company will issue digital copy of the TDS certificate to its shareholders through e-mail registered with RTA post payment of the dividend. Shareholders will be able to download Form 26AS from the Income Tax Department's website <https://incometaxindiaefiling.gov.in>.

The aforesaid documents such as Form 15G/ 15H, documents under sections 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be uploaded on the link www.cameo.com on or before July 31, 2025, to enable the Company to determine the appropriate TDS / Withholding Tax Rate applicable. Any communication on the tax determination/deduction received after July 31, 2025 shall not be considered.

Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company/ RTA.

In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.

No TDS will be deducted in case of resident individual shareholders who furnish their PAN details and

whose dividend does not exceed Rs. 10,000/- during the full Financial Year. However, where the PAN is not updated in Company/ RTA / DP records or in case of an invalid PAN, the Company will deduct TDS u/s 194 without considering the exemption limit of Rs. 10,000/-.

All the shareholders are requested to update their PAN with their DP (if shares are held in electronic form) and Company / RTA (if shares are held in physical form) against all their folio holdings on or before July 31, 2025.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of Dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

By order of the Board of Directors
For Saksoft Limited

Date: May 26, 2025
Place: Chennai

Sd/-
Meera Venkatramanan
Company Secretary

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out the material facts relating to the business set out in Item Nos. 4 to 7 of the accompanying Notice.

Item No. 4:

Mr. Aditya Krishna was appointed as the Chairman and Managing Director of the Company for a term of five years, from 1st April 2021 to 31st March 2026. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has approved his re-appointment for a further term of five years, from 1st April 2026 to 31st March 2031. Accordingly, this proposal is being placed before the shareholders for their approval by way of a Special Resolution.

Mr. Aditya Krishna, the Founder, Promoter and Managing Director of Saksoft Limited, has played a pivotal role in the growth and development of the Company. With over three decades of experience in the Banking, Financial Services, and IT sectors, he has been instrumental in steering the Group's business development initiatives. Under his dynamic leadership, Saksoft has evolved into a multi-faceted organization with a strong reputation for delivering quality software development and testing services across various industry verticals.

His strategic vision, deep industry knowledge, and business acumen have been key drivers of the Company's consistent growth over the years. In recognition of his significant contributions and to leverage his expertise for the Company's continued success, the Board and the Nomination and Remuneration Committee believe that it is in the best interests of the Company to continue to benefit from his leadership. Accordingly, they have recommended his re-appointment as the Chairman and Managing Director for a further term of five years, on the terms of remuneration as specified in the accompanying Notice.

Currently Mr. Aditya Krishna is the Chairman and Managing Director of the Company only

Details of terms of remuneration: The proposed Basic salary is Rs. 10,00,000/- per month.

Perquisites and allowances:

In addition to salary stated above, the Chairman and Managing Director shall be entitled to the following perquisites/benefits, which shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of any such rule, perquisite shall be evaluated at actual cost. Perquisites include the following:

- A. Rent free residential accommodation or house rent allowance in lieu thereof.
- B. Medical Insurance coverage in line with the Company Policy.
- C. Contribution to Provident Fund as per the rules of the Company.
- D. Club fees for two-clubs excluding admission and life Membership fees.
- E. Leave Travel Concession once in a year for self and family to any place in India by Air/Rail/Road.
- F. Company maintained car with Driver.
- G. Telephone facility at residence.
- H. Any other benefit provided to the employees of Saksoft Limited from time to time.

Minimum remuneration:

Notwithstanding anything contained above, where in any Financial Year during the currency of the tenure of the Chairman and Managing Director, the Company has no profits or the profits are inadequate, the Company shall pay the aforesaid remuneration as minimum remuneration subject to all statutory approvals as may be required from time to time.

Commission:

The Chairman and Managing Director may also be entitled to payment of Commission as per the limits specified under Section 196, 197, 198 and all other applicable Sections of Companies Act, 2013.

Sitting Fees:

Sitting fees will not be payable for attending the meeting of the Board of Directors or any committee thereof from the date of appointment.

All other details as required under Regulation 36(3) of SEBI (Listing Obligations and Regulatory Requirements) 2015 and Secretarial Standards (SS2) are provided as ANNEXURE-1

Item No. 5

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any the Board of Directors at their Meeting held on February 03, 2025 considered the appointment of M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries, Chennai (bearing Firm Registration Number P2000TN103000 Peer Review Number: 6608/2025) as Secretarial Auditors for a term of 5(Five) consecutive years from April 1, 2025 till March 31, 2030, subject to the approval of shareholders.

Credentials of the Secretarial Auditors:

M/s Lakshmmi Subramanian & Associates (PRN- 6608/2025), Practicing Company Secretaries based out of Chennai, established in the year 1988. With over three decades of experience, the Firm provides comprehensive solutions to meet a wide spectrum of corporate requirements. Their consistent commitment to excellence has earned the trust of leading organizations across diverse sectors including manufacturing, Healthcare, FMCG, and more.

The Firm encompasses of nearly 20 Members including two partners namely Ms. Swetha Subramanian and Mr. S Vasudevan. The focal point of the Firm is to provide comprehensive professional services in Corporate Law, SEBI Regulations, FEMA Compliances, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency.

M/s. Lakshmmi Subramanian & Associates have consented to act as the Secretarial Auditors of the Company and have confirmed that their appointment, if approved, would be within the limits prescribed by The Institute of Company Secretaries of India (ICSI). They have also confirmed that they are not disqualified for such appointment under applicable laws, regulations, or circulars.

Terms and conditions of appointment & remuneration:

a) Term of appointment:

To be appointed for 5(Five) consecutive years commencing from April 1, 2025 up to March 31, 2030.

b) Remuneration:

The proposed fee as determined by the Audit Committee and/or the Board of Directors will be based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial Auditor, which is in line with

the industry benchmark. The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial Audit fee and shall be determined by the Audit Committee and/or the Board of Directors.

c) Basis of recommendations:

Based on a comprehensive assessment of the Firm's eligibility, qualifications, experience, and independence, as well as the expertise of its Partners in delivering Secretarial Audit services and the Company's positive past experience with the Firm, particularly the quality and effectiveness of the audit work previously carried out, the Board of Directors have reviewed and approved the aforementioned proposal, and recommended it to the Shareholders for their approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.5.

Basis the rationale and justification provided above, the Board recommends Ordinary Resolution under Item No. 5 of the accompanying Notice for approval of Members.

Item No. 6:

Ms. Asmita Krishna was appointed as Business Account Manager in June 2024 in the Company at a total remuneration not exceeding the limits as prescribed under Section 188 (1) of the Companies Act, 2013.

Ms. Asmita Krishna is presently serving as the Business Account Manager of the Company. In her current role, she is responsible for managing key business accounts, maintaining strategic client relationships, and driving business growth through effective account management practices. She plays a pivotal role in aligning client objectives with the Company's service offerings and contributes significantly to client retention and satisfaction.

In line with market standards, it is proposed to increase the remuneration payable to Ms. Asmita Krishna which would be in excess of INR 2,50,000/- (Rupees Two lakh fifty thousand) per month (the limits specified under Section 188(1) of the Companies Act 2013). Further her remuneration may be reviewed and revised from time to time by the Board of Directors as per the remuneration policy. Besides salary, she would be eligible for variable remuneration, bonus, commission, incentives, allowances, benefits, perquisites, amenities and conveniences, etc. in line with Company's policy.

Ms. Asmita Krishna is a related party within the definition of Section 188 (1) of the Companies Act, 2013. Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of the Board of Directors) Rules, 2014 appointment of a related party to any office or place of profit in the Company at a monthly remuneration exceeding INR 2,50,000/- (Rupees Two lakh fifty thousand) per month requires prior approval of the Shareholders. Hence approval of Members is sought for the payment of remuneration as proposed in the resolution under this item of business.

The information as required in accordance with Rule 15 of Companies (Meetings of Board of Directors) Rules, 2014 as well as pursuant to Section 102 of the Companies Act is as under: -

- a) Name of the related party: Ms. Asmita Krishna.
- b) Name of the Director or Key Managerial Personnel who is related: Mr. Aditya Krishna, Chairman & Managing Director and one of the Promoters of the Company and Ms. Kanika Krishna, Non-Executive Non-Independent Director.
- c) Nature of Relationship: Ms. Asmita Krishna is the daughter of Mr. Aditya Krishna, Chairman & Managing Director and one of the Promoters of the Company; sister of Ms. Kanika Krishna, Non-Executive Non-Independent Director and Ms. Avantika Krishna, Chief Sales Officer of the Company; and Spouse of Mr. Skanda Ramesh Haritha, Business Development Executive of the Company.
- d) Shareholding in the Company: Ms. Asmita Krishna does not hold any shares in the Company.
- e) Nature, material terms, monetary value and particulars of the contract or arrangement:

Ms. Asmita Krishna was appointed as Business Account Manager with the Company at a remuneration of an amount not exceeding the limits as prescribed under the Companies Act 2013. She is currently managing the key business accounts of the Company and it is proposed to increase her remuneration for an amount exceeding Rs. 2,50,000/- (Rupees Two lakh fifty thousand) per month in line with market standards.

She will also be entitled for basic, additional, fixed and variable remuneration, bonus, commission, incentives, allowances, benefits, perquisites, amenities and conveniences etc. The terms of her remuneration may be varied from time to time based on the industry standard prevailing for similar position and based on her performance evaluation and as per the remuneration policy of the Company. The Board, based on the recommendation of the Audit Committee and

Nomination and Remuneration Committee, unanimously, recommends the Ordinary Resolution as set out in Item No. 6 of this notice subject to the approval of the Shareholders at the ensuing Annual General Meeting of the Company.

- f) Any other information relevant or important for the Members to take a decision on the proposed resolution:

In respect of this resolution, Ms. Asmita Krishna, being the daughter of Mr. Aditya Krishna, Chairman & Managing Director and one of the Promoters of the Company, and sister of Ms. Kanika Krishna, Non-Executive Non-Independent Director and Ms. Avantika Krishna, Chief Sales Officer of the Company; and Spouse of Mr. Skanda Ramesh Haritha, Business Development Executive of the Company, these individuals are related to one another. They along with Ms. Asmita Krishna, may be deemed to be interested and concerned in this resolution to the extent of the remuneration and benefits that Ms. Asmita Krishna may receive upon her appointment to an office or place of profit/employment in the Company, as proposed.

Except the above, no other Director, or Key Managerial Personnel or their relatives are anyway concerned or interested in the proposed resolution.

The Board recommends the resolution set forth in item No.6 for approval of the shareholders.

Item No. 7:

Mr. Skanda Ramesh Haritha was appointed as Business Development Executive in January 2025 in the Company on a total remuneration not exceeding the limits as prescribed under Section 188 (1) of the Companies Act, 2013.

In his capacity as a Business Development Executive, he is responsible for identifying new business opportunities, building and nurturing client relationships, and supporting the Company's strategic growth initiatives. His role also involves market research, lead generation, and coordination with internal teams to develop customized proposals and solutions aimed at expanding the Company's client base and enhancing revenue streams.

In line with market standards, it is proposed to increase the remuneration payable to Mr. Skanda Ramesh Haritha which would be in excess of Rs. 2,50,000/- (Rupees Two lakh fifty thousand) per month (the limits specified under Section 188(1) of the Companies Act 2013). Further his remuneration may be reviewed and revised from time to time by the Board of Directors as per the remuneration policy. Besides salary, he would be eligible for variable remuneration, bonus,

commission, incentives, allowances, benefits, perquisites, amenities and conveniences, etc. in line with Company's policy.

Mr. Skanda Ramesh Haritha is a related party within the definition of Section 188 (1) of the Companies Act, 2013. Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of the Board of Directors) Rules, 2014 appointment of a related party to any office or place of profit in the Company at a monthly remuneration exceeding Rs. 2,50,000/- (Rupees Two lakh fifty thousand) per month requires prior approval of the Company. Hence approval of Members is sought for the payment of remuneration as proposed in the resolution under this item of business.

The information as required in accordance with Rule 15 of Companies (Meetings of Board of Directors) Rules, 2014 as well as pursuant to Section 102 of the Companies Act is as under: -

- a) Name of the related party: Mr. Skanda Ramesh Haritha.
- b) Name of the Director or Key Managerial Personnel who is related: Mr. Aditya Krishna, Chairman & Managing Director and one of the Promoters of the Company and Ms. Kanika Krishna, Non-Executive Non-Independent Director; and Spouse of Ms. Asmita Krishna, Business Account Manager of the Company.
- c) Nature of Relationship: Mr. Skanda Ramesh Haritha is the relative of Mr. Aditya Krishna, Chairman & Managing Director and one of the Promoters of the Company and relative of Ms. Kanika Krishna, Non-Executive Non-Independent Director; and Spouse of Ms. Asmita Krishna, Business Account Manager of the Company.
- d) Shareholding in the Company: Mr. Skanda Ramesh Haritha does not hold any Shares in the Company.
- e) Nature, material terms, monetary value and particulars of the contract or arrangement:

Mr. Skanda Ramesh Haritha was appointed as Business Development Executive with the Company at a remuneration of an amount not exceeding the limits as prescribed under the Companies Act 2013. He is currently

managing the key business developments of the Company and it is proposed to increase his remuneration for an amount exceeding Rs. 2,50,000/- (Rupees Two lakh fifty thousand) per month in line with market standards.

He will also be entitled for basic, additional, fixed and variable remuneration, bonus, commission, incentives, allowances, benefits, perquisites, amenities and conveniences etc. The terms of his remuneration may be varied from time to time based on the industry standard prevailing for similar position and based on his performance evaluation and as per the remuneration policy of the Company. The Board, based on the recommendation of the Audit Committee and Nomination and Remuneration Committee, unanimously, recommends the Ordinary Resolution as set out in Item No. 7 of this Notice subject to the approval of the Shareholders at the ensuing Annual General Meeting of the Company.

- f) Any other information relevant or important for the Members to take a decision on the proposed resolution.

In respect of this resolution, Mr. Skanda Ramesh Haritha, being the relative of Mr. Aditya Krishna, Chairman & Managing Director and one of the Promoters of the Company and relative of Ms. Kanika Krishna, Non-Executive Non-Independent Director; and Spouse of Ms. Asmita Krishna, Business Account Manager of the Company, these individuals are related to one another. They, along with Mr. Skanda Ramesh Haritha may be deemed to be interested and concerned in this resolution to the extent of the remuneration and benefits that Mr. Skanda Haritha may receive upon his appointment to an office or place of profit/employment in the Company, as proposed.

Except the above, no other Director, or Key Managerial Personnel or their relatives are anyway concerned or interested in the proposed resolution.

The Board recommends the resolution set forth in item No.7 for approval of the Shareholders.

By order of the Board of Directors

Sd/-

For Saksoft Limited
Meera Venkatramanan
 Company Secretary

Date: May 26, 2025
 Place: Chennai

“ANNEXURE 1”

In terms Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) 2015, and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India (ICSI), a brief resume of the Directors who are proposed to be appointed / re-appointed at this AGM are given below:

Brief resume of the Directors who are proposed to be appointed / re-appointed

Particulars	Details of Directors proposed to be re-appointed	
Name	Kanika Krishna	Aditya Krishna
Brief Resume and Nature of expertise in specific functional area	<p>Ms. Kanika Krishna holds an MBA in Financial Management from Pace University, New York, a Master's in International Business from Manchester Business School, UK, and a B.Com. from Stella Maris College, Chennai.</p> <p>Ms. Kanika Krishna is the Chief Operating Officer of the Abrasives Division at Sak Industries Private Limited, an International Abrasives manufacturer with operations in India and the USA. She has extensive experience in global markets and cross-cultural teams, and has driven the Company's growth by focusing on niche product segments.</p> <p>She previously worked at Deutsche Bank (India) and Merrill Lynch (New York).</p> <p>She serves as a Non Executive Non Independent Director on the Board of Saksoft Limited and is a Member of the Stakeholders Relationship, CSR, and Risk Management Committees.</p>	<p>An M.A. in Economics from St. Stephen's College, New Delhi and an MBA in Finance & Marketing from Northeastern University, Boston, USA. He also completed the Owner/President Management Program at Harvard Business School (2010–2012).</p> <p>He began his career at Chase Manhattan Bank, followed by key roles at Citibank N.A. in New York and India between 1987 and 1995, including Vice President – Credit Director & Financial Controller. In 1995, he founded Nation Wide Finance Ltd, later selling it to Citigroup, where it became Citifinancial Consumer Finance India Ltd, a market leader in subprime lending.</p> <p>Mr. Aditya was also a Director at Kennametal India Ltd and served as an Independent Director on the Board of Ing Vysya Bank (2007–2013). He founded Saksoft Limited in 1999, and became Managing Director, which has since grown into a global provider of digital transformation solutions, offering services in consulting, information management, application development, RPA, cloud, IoT, and more.</p> <p>He also serves as a Member of the Stakeholders Relationship, CSR, and Risk Management Committees.</p>
Age	37 years.	64 years.
Date of first appointment on the Board	26/09/2014	24/11/1999
No of shares held in the Company	Nil.	27,783,000 shares as on March 31, 2025.
Inter- se relationship with any Director	Ms. Kanika Krishna is the daughter of Mr. Aditya Krishna, Chairman & Managing Director and one of the Promoters of the Company.	Mr. Aditya Krishna is the father of Ms. Kanika Krishna, Non-Executive Non-Independent Director of the Company.

Particulars	Details of Directors proposed to be re-appointed	
Name	Kanika Krishna	Aditya Krishna
Last Remuneration drawn	Rs. 5,30,000/- (Sitting Fees and Commission for FY 2024-2025)	Rs. 60,51,218 /- per annum including but not limited to all basic, additional, fixed and variable remunerations, bonus, commission, incentives, allowances, benefits, perquisites, amenities and conveniences etc.
Terms and Condition of appointment	Re-appointment as Non-Executive Non-Independent Director of the Company for the FY 2025-26 in terms of Section 152(6) of the Companies Act, 2013.	Reappointment as the Chairman and Managing Director of the Company for the period 01/04/2026 to 31/03/2031 (Five years) as per the conditions set out in Section 196, 197 and Schedule V of Companies Act, 2013.
For other details such as number of Meetings of the board attended during the year and other Directorships, Membership/ Chairmanship of Committees of other Boards	Please refer Corporate Governance Report which forms part of this Annual report.	Please refer Corporate Governance Report which forms part of this Annual report.

VOTING THROUGH ELECTRONIC MEANS

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 from time to time, and Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice.

The instructions for e-voting are given herein below.

The e-voting period commences on Monday, August 04, 2025 (9:00 a.m. IST) and ends on Thursday, August 07, 2025 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, July 31, 2025 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

Mr. V. Suresh, Practising Company Secretary, (CP No.6032) failing Mr. Udaya Kumar K R, Partner of V Suresh Associates, Practising Company Secretaries, (CP No. 21973) Chennai has been appointed as the Scrutinizers of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/ her existing User ID and password for casting the vote.

The details of the process and manner for remote e-voting and joining the AGM are explained in Annexure 2 of this Notice.

“ANNEXURE 2”

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non- individual shareholders in demat mode.
- The voting period begins on Monday, August 04, 2025 (9:00 a.m. IST) and ends on Thursday, August 07, 2025 (5:00 p.m. IST). During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Thursday July 31, 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listed Entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public Non-Institutional shareholders/retail shareholders is at a negligible level.
 - Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to Listed Entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
 - In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
 - Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**
 - In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
 - Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual Meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab
	After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual Meeting & voting during the Meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

Type of shareholders	Login Method
	If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in Demat mode with NSDL Depository	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on 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 & voting during the meeting.
	If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 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. 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. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. 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. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

Login type	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</p>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as) recorded in your demat account or in the Company records in order to login.</p> <p>If both the details are not recorded with the depository or Company, please enter the Member id / folio number in the Dividend Bank details field</p>

- 7) After entering these details appropriately, click on "SUBMIT" tab
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) There is also an optional provision to upload Board Resolution/Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.
- 18) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are mandatorily required to send the relevant Board Resolution/ Authority letter etc, together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; vsassociates16@gmail.com; complianceofficer@saksoft.com (designated email address by Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending Meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend Meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
5. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting 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.
7. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance at least 05 days in advance prior to Meeting mentioning their name, demat account number/folio number, email id, mobile number at Company email id. The shareholders who do not wish to speak during the AGM but have queries may send their queries 05 days in advance prior to Meeting mentioning their name, demat account number/folio number, email id, mobile number at Company email id. These queries will be replied to by the Company suitably by email.
8. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
9. Only those Shareholders, who are present in the AGM/ EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/ AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant.

3. For Individual Demat Shareholders – Please update your email id & mobile no. with your respective Depository Participant, which is mandatory, while e-Voting & joining virtual Meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no: 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no: 1800 21 09911.