



SAGARSOFT (INDIA) LIMITED

CIN: L72200TG1996PLC023823

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

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POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member,

Notice is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force. Ministry of Corporate Affairs (“MCA”) General Circular No. 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 22/2020 dated 15.06.2020, 33/2020 dated 28.09.2020, 39/2020 dated 31.12.2020, 10/2021 dated 23.06.2021, 20/2021 dated 08.12.2021, 03/2022 dated 05.05.2022, 11/2022 dated 28.12.2022, 09/2023 dated 25.09.2023, 09/2024 dated 19.09.2024 and 03/2025 dated 22.09.2025 (collectively referred to as “MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and subject to other applicable laws and regulations, it is proposed to seek the approval of the members of the Company to the resolutions appended below, proposed to be passed through Postal Ballot (“Postal Ballot”) by way of voting through electronic means (“remote e-voting”).

Further, the MCA has, vide the aforementioned Circulars, advised the companies to take all decisions requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, the Company will send Postal Ballot Notice (“Notice”) by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the above said MCA Circulars.

In compliance with the requirements of the said MCA Circulars, hard copy of Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The proposed resolutions and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act as appended hereto form part of this Notice.



In compliance with Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and in accordance with the aforesaid MCA Circulars, the Company is offering the facility to its Members, to exercise their right to vote on the resolutions appended to this Notice, by electronic means ('remote e-voting') only. For this purpose, the Company avails electronic voting platform of KFin Technologies Limited (KFinTech), Registrar and Share Transfer Agent of the Company, for facilitating e-voting.

The Board of Directors of the Company has appointed Shri S.Srikanth, Practicing Company Secretary (M.No.22119), Partner of M/s. B S S & Associates, Practicing Company Secretaries (Unique Code of Partnership Firm: P2012AP02600) to act as a Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. 19th March, 2026, in terms of the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

PROPOSED RESOLUTIONS – SPECIAL BUSINESS:

1. Appointment of Mrs. Kanakadhara Srinivasan (DIN: 01650788) as an Independent Director of the Company.

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

“Resolved that Mrs. Kanakadhara Srinivasan (DIN: 01650788), who was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from 13th January, 2026 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 (the “Act”) read with the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

“Resolved further that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16(1)(b), 17(1C), 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation made by the Nomination and Remuneration Committee and the Board of Directors, Mrs. Kanakadhara Srinivasan (DIN: 01650788), who has submitted a declaration that she meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for the appointment, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold the said office for a term of five consecutive years with effect from 13th January, 2026.



“Resolved Further that any Director of the Company or Company Secretary be and are hereby authorized, jointly and severally to sign and file requisite e-Forms along with the necessary attachments with the Registrar of the Companies in connection with the above resolution and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolution.

2. Approval of material related party transaction

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

“Resolved that pursuant to the Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board) for the related party transactions entered or to be entered into / execute contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with M/s.Sagarsoft INC, USA, a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and M/s.Sagarsoft INC USA, for an aggregate value up to Rs.24.00 crores for a period of one year from the date of approval of this resolution and other transactions for business, being carried out at arm’s length and in the ordinary course of business of the Company.

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

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

Sd/-

T Sri Sai Manasa
Company Secretary & Compliance Officer
Membership NoA61433

12 February, 2026
Hyderabad

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



NOTES:

1. The businesses mentioned above require the consent of the members of the Company through Postal Ballot by e-voting.
2. An Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“the Act”) setting out the material facts and the reasons in respect of the resolutions as set out above, is annexed hereto and forms part of this Notice.
3. 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 director seeking Appointment is given in Annexure 2.
4. Pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and General Circular No. 09/2024 dated 19th September, 2024, other Circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by the Securities and Exchange Board of India (“SEBI”) (“the Circulars”), companies have an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above-mentioned resolution, instead of getting the same passed at a General Meeting. Accordingly, the Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Thursday, 19th March, 2026. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.

5. Dispatch of Postal Ballot Notice through electronic mode

In accordance with the provisions of the circulars, this Notice is being sent through email only to Members whose email IDs are registered with KFin Technologies Limited (“KFintech”), Registrar and Share Transfer Agent (“RTA”) of the Company, National Securities Depository Limited (“NSDL”) and / or Central Depository Services (India) Limited (“CDSL”) (collectively referred to as Depositories or NSDL / CDSL) as at close of business hours on Friday, 13th February, 2026, (“cut-off date”). As per the Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. In respect of those members who have not registered their e-mail IDs, the Company has mentioned the documents to be provided to KFintech hereunder.

Members may note that the Notice and Explanatory Statement with the requisite enclosures will be available on the Company’s website www.sagarsoft.in, website of the Stock Exchanges i.e. BSE Limited (“BSE”) at <https://www.bseindia.com> and on the website of KFintech at <https://evoting.kfintech.com>.



All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to info@sagarsoft.in.

6. Registration of e-mail ID

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

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

7. Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company’s Registrar and Share Transfer Agent, KFintech to enable servicing of notices / documents / Annual Reports electronically to their email addresses.

8. Members whose names appears in the Register of Members / List of Beneficial Owners as on the cut-off date only i.e., 13th February, 2026 shall be entitled to vote on the resolution set out in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

9. A member cannot exercise his/her vote through proxy on postal ballot. However, Corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution / authority letter / power attorney, etc.) in favour of their authorised representatives to the Scrutinizer through e-mail to cs@bssandassociates.com with a copy marked to evoting@kfintech.com. Alternatively, the aforesaid documents can directly be uploaded on the e-voting portal of KFintech, while casting the vote.

10. Instructions for remote e-voting

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Regulation 44 of the Listing Regulations, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meeting (SS-2), the Company is offering e-voting facility to enable the Members to cast their votes electronically and vote on the resolution through the e-voting facility provided by KFintech. The instructions for e-voting are provided as part of this Notice.



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

Commencement of Remote e-voting	End of Remote e-voting
Wednesday, 18th February, 2026 (9.00 a.m. IST)	Thursday, 19th March, 2026 (5.00 p.m. IST)

- ii. The remote e-voting module shall be disabled by KFintech for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- iii. Shri S.Srikanth, Practicing Company Secretary (M.No.22119), Partner of M/s. B S S & Associates, Practicing Company Secretaries (Unique Code of Partnership Firm: P2012AP02600) is appointed as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting will be final and binding.
- iv. The Scrutinizer after scrutinizing the votes cast in favour or against, if any, in remote e-voting will make a Scrutinizer's Report within two working days of conclusion of the e-voting period, forthwith to the Chairman or to any other person authorized by the Chairman of the Company in writing, who shall countersign the same.
- v. The Results declared along with the 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> immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall simultaneously be communicated to BSE Limited at <https://www.bseindia.com>, where the shares of the Company are listed.
- vi. During the above period, Members of the Company holding shares either in physical form or in dematerialised form, as on 13th February, 2026, i.e., cut-off date, may cast their vote by remote e-voting.
- vii. The voting rights of members/ beneficiary owners shall be reckoned in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. The shareholders of the Company who are holding shares either in dematerialised or in physical form, as on the cut-off date, can cast their vote electronically.
- viii. The voting rights for the shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them.
- ix. Any person holding shares in physical form as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFintech for remote e-voting then he / she can use his / her existing User ID and password for casting the vote.



- x. The process and manner for remote e-voting is as under:
- a. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular") the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFinTech, on the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below.
 - b. E-voting process has been enabled for 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.
 - c. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
 - d. The process and manner of remote e-voting is explained below:
 - i. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
 - ii. Access to KFinTech e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

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

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. For OTP based login <ol style="list-style-type: none"> I. You can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. II. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. III. Enter the OTP received on registered email id/mobile number and click on login. IV. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. V. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:

- i. Visit the e-services website of NSDL <https://eservices.nsd.com> either on a personal computer or on a mobile.
- ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.
- iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.
- iv. Click on company name i.e., ‘**Sagarsoft (India) Limited**’ or ESP i.e. KFinTech.
- v. Members will be re-directed to KFinTech’s website for casting their vote during the remote e-voting period.

3. Those not registered under IDeAS:

- i. Visit <https://eservices.nsd.com> for registering.
- ii. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- iii. Visit the e-voting website of NSDL <https://www.evoting.nsd.com>
- iv. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.
- v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.
- vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.
- vii. Click on company name i.e., ‘**Sagarsoft (India) Limited**’ or ESP name i.e., KFinTech after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.
- viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

Individual Members holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility:</p> <ul style="list-style-type: none">a. Visit https://web.cdslindia.com/myeasitoken/Home/Login or https://www.cdslindia.com.b. Click on New System Myeasi.c. Login to Myeasi option under quick login.d. Login with the registered user ID and password.e. Members will be able to view the e-voting Menu.f. The Menu will have links of KFinTech e-voting portal and will be redirected to the e-voting page of KFinTech to cast their vote without any further authentication. <p>2. User not registered for Easi/ Easiest</p> <ul style="list-style-type: none">i. Visit https://web.cdslindia.com/myeasitoken/Home/EasiRegistration or https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration for registering.ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <ul style="list-style-type: none">i. Visit https://www.cdslindia.com.ii. Provide demat account number and PAN.iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. ‘Sagarsoft (India) Limited’ or select KFinTech.v. Members will be re-directed to the e-voting page of KFinTech to cast their vote without any further authentication.
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Individual Members login through their demat accounts / website of DPs	<ul style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against ‘Sagarsoft (India) Limited’ or ‘KFintech’. v. Members will be redirected to e-voting website of KFintech for casting their vote during the remote e-voting period without any further authentication.
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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 Members 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 102 0990 and 1800 22
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022-62343625, 022-62343626, 022-62343259

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

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

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9433, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.



- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘Sagarsoft (India) Limited’ and click on “Submit”
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. In case you do not desire to cast your vote, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.
- xii. 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.

General Guidelines for Members:

1. Corporate / Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signatures of the duly authorised signatory(ies) who are authorised to cast its vote on their behalf through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID cs@bssandassociates.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “**Sagarsoft (India) Limited Postal Ballot 2026.**”
2. In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions (“FAQs”) available at the download section of <https://evoting.kfintech.com> or contact Mr. S.R. Ramesh, Deputy Vice President of KFintech at the email ID evoting@kfintech.com or call KFintech’s toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.



3. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Telugu daily newspaper circulating in Hyderabad (in vernacular language, i.e. Telugu).

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

Sd/-

T. Sri Sai Manasa
Company Secretary & Compliance Officer
M.No.A61433

12th February, 2026
Hyderabad

Regd. Office:

Plot No.111, Road No.10,
Jubilee Hills, Hyderabad-500 033
Telangana
CIN: L26942TG1981PLC002887



Annexure 1

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out all the material facts relating to the Special Business mentioned in this Postal Ballot Notice is given below:

Item No.1:

In terms of Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013 ('the Act') and other applicable provisions of the said Act and under applicable Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") or any amendment thereto or modification thereof, based on the recommendations made by the Nomination and Remuneration Committee and subject to the approval of the shareholders, the Board of Directors has appointed Mrs. Kanakadhara Srinivasan (DIN: 01650788) as an Independent Director for a term of 5 consecutive years with effect from January 13, 2026, not liable to retire by rotation.

In terms of Regulation 25(2A) of the Listing Regulations approval of the Members by way of Special Resolution is sought for the said appointment. Further, in terms of Regulation 17(1C) of the Listing Regulations, listed entity shall ensure that the approval of the Members for appointment of a person on the board of directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received from the above director (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and as per the Listing Regulations.

In the opinion of your Board, the above said Director fulfills the conditions specified in the Act, the Rules made there under and in the Listing Regulations of her appointment as an Independent Director and she is independent of the management of the Company. In the opinion of the Board, the above said director meets the criteria and has the necessary knowledge and experience for being appointed as an Independent Director.

A brief profile of Mrs. Kanakadhara Srinivasan (DIN: 01650788) is given in Annexure 2, forming part of the Notice. Keeping in view her expertise and knowledge, it would be in the interest of the company, to approve her appointment as an Independent Director.



Accordingly, the approval of the shareholders is being sought for the above appointment as contemplated in Clause IV of the Schedule IV to the Companies Act, 2013 and Regulations 17(1C) & 25(2A) of the Listing Regulations.

The Board recommends the Special Resolution as set out in this Notice for approval of the Members.

Except Mrs. Kanakadhara Srinivasan and her relatives, none of the directors or Key Managerial Personnel (KMP) of the company or the relatives of Directors and KMPs is, in any way, concerned or interested, financially or otherwise, in the Resolution.

Item No.2:

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

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

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

Nature of Transactions	Maximum value of Transactions in Rs	Name of the Related Party	Interested Directors and nature of their interest
Availing and rendering of IT and Other related services. Sale, purchase or supply of any goods or materials.	24 Crores	Sagarsoft Inc, USA	Mr. Kalva Satish Chander Reddy is a director in Sagarsoft (India) Limited and is also a Director and shareholder in Sagarsoft Inc, USA



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

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

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

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

S. No.	Particulars of the information	Information provided by the management
A. Basic details of the related party		
1.	Name of the related party	Sagarsoft Inc, USA
2.	Country of incorporation of the related party	USA
3.	Nature of business of the related party	Information Technology
B. Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Shri. Kalva Satish Chander Reddy, Director holding 60% capital in Sagarsoft INC, USA
a)	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect*, in the related party.	Shri. Kalva Satish Chander Reddy, Director holding 60% capital in Sagarsoft INC, USA
b)	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	-
c)	Shareholding of the related party, whether direct or indirect*, in the listed entity / subsidiary (in case of transaction involving the subsidiary).	Nil
	<i>*Explanation: Indirect shareholding shall</i>	

	<p>mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p>							
C. Details of previous transactions with the related party								
1.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year</p> <p>Note: Details need to be disclosed separately for listed entity and its subsidiary.</p>	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2024-25 (Rs. In lakhs)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Software Development and Consultancy Services</td> <td>2112.03</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	FY 2024-25 (Rs. In lakhs)	1	Software Development and Consultancy Services	2112.03
		S. No.	Nature of Transactions	FY 2024-25 (Rs. In lakhs)				
1	Software Development and Consultancy Services	2112.03						
2.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</p>	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2025 (Up to 31.12.2025) (Rs. In lakhs)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Software Development and Consultancy Services</td> <td>1538.53</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	FY 2025 (Up to 31.12.2025) (Rs. In lakhs)	1	Software Development and Consultancy Services	1538.53
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1	Software Development and Consultancy Services	1538.53						
3.	<p>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</p>	No						
D. Amount of the proposed transaction(s)								
1.	<p>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders</p>	(Rs. In lakhs) 2400.00						
2.	<p>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</p>	Yes						
3.	<p>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</p>	16.86 %						
4.	<p>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</p>	NA						

5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	31.64 %								
6.	Financial performance of the related party for the immediately preceding financial year: <i>Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	<p style="text-align: center;">Details of Sagarsoft INC USA on standalone basis for FY 2024-2025:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;">Particulars</th> <th style="width: 40%;">Rupees in Lakhs</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td style="text-align: center;">7585.35</td> </tr> <tr> <td>Net Worth</td> <td style="text-align: center;">1635.09</td> </tr> <tr> <td>Net Profit</td> <td style="text-align: center;">3.89</td> </tr> </tbody> </table>	Particulars	Rupees in Lakhs	Turnover	7585.35	Net Worth	1635.09	Net Profit	3.89
Particulars	Rupees in Lakhs									
Turnover	7585.35									
Net Worth	1635.09									
Net Profit	3.89									
E. Basic details of the proposed transactions										
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Services								
2.	Details of each type of the proposed transaction	Software Development and Consultancy Services								
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Sale and Purchase of Goods and Services is for 1 year form the date of approval								
4.	Whether omnibus approval is being sought?	Yes								
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	(Rs. In lakhs) 2400.00								
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Transactions are entered by the company at arm's length basis and in the ordinary course of business, with market-benchmarked pricing and terms. They support operational efficiency and collaboration and are subject to internal controls, approvals, and Audit Committee oversight to ensure regulatory compliance and protect stakeholder interests.								
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.</i>									
	a. Name of the director / KMP	Shri. Kalva Satish Chander Reddy								
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	60%								



8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	None.
G. Additional disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process applied
2.	Basis of determination of price.	Arm's length price
3.	In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following	Not Applicable
	Amount of Trade advance	
	Tenure	
	Whether same is self-liquidating?	

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

Accordingly, the necessary resolution is submitted in Item No.2 of the Notice and your Board recommends the same for approval of the shareholders.

The Members may please note that in terms of provisions of the Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the resolution as specified in Item No. 2 of the Notice.

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

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

Sd/-
T Sri Sai Manasa
Company Secretary & Compliance Officer
Membership NoA61433

12 February, 2026
Hyderabad

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

Annexure to the explanatory statement of Notice dated 12th February, 2026

Item No.1 Information of Director seeking appointment as Independent Director

S.No.	Description	Particulars
1	Director Identification Number (DIN)	01650788
2	Name (in full)	Kanakadhara Srinivasan
3	Date of Birth and age	15/03/1988 and 38 years
4	Educational Qualifications	Chartered Accountant and M.sc Accounting & Finance
5	Income Tax PAN	BFQPS7476Q
6	Experience	She is having more than 15 years of experience in financial advisory, mergers and acquisitions, and board level oversight.
7	Directorships in other Listed Companies	Nil
8	Names of listed entities in which she also holds the directorship and the membership of Committees of the board	Nil
9	Nature of Appointment	Appointment as an Independent director
10	Directorships in other Companies (other than listed companies)	<ol style="list-style-type: none"> 1. Shiridi Sai Electrical Limited 2. Notion Press Media Private Limited 3. Initium Compliance Services LLP 4. Indosol Solar Private Limited 5. Initium Partners LLP
11	No. of shares held including shareholding as a beneficial owner in Sagarsoft (India) Limited	Nil
12	Listed entities from which the person has resigned in the past three years	Nil
13	Membership/Chairmanship of Committees of other Boards	Nil
14	Membership of Audit/ Stakeholders Relationship Committees of Public Limited Companies	Member of Audit Committee - Shiridi Sai Electrical Limited
15	Date of first appointment on the Board	13.01.2026
16	Terms and Conditions of appointment	As detailed in the Notice.
17	Number of meetings of the Board attended during the financial year 2025-26	Nil
18	Remuneration last drawn	Nil
19	Remuneration proposed to be paid	No remuneration was paid except the sitting fee
20	Inter-se Relationship with Other Directors and KMP of the Company	Nil

21	Brief resume	She is a Chartered Account and completed M.sc Accounting & Finance, She is having more than 15 years of experience in financial advisory, mergers and acquisitions, and board level oversight. Over the course of her career, she has advised on 100+ domestic and cross border transactions across sectors including IT and ITeS, healthcare, manufacturing, education, and consumer sectors.
22	Nature of expertise in specific functional areas	Financial advisory, Mergers and Acquisitions
23	Information as required pursuant to BSE Circular no. LIST/COMP/14/2018-19	We affirm that Mrs. Kanakadhara Srinivasan is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority. Nomination and Remuneration Committee and the Board of directors of the Company has also verified that Mrs. Kanakadhara Srinivasan is not debarred from holding the office of director pursuant to any SEBI Order.
24	Justification for choosing the appointee for appointment as Independent Director	The proposed appointee possesses relevant expertise, integrity, and experience to provide independent judgment and effective oversight to the Board. Their appointment will strengthen corporate governance and add valuable perspective in the best interests of the Company and its stakeholders.
25	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	The role requires expertise in financial advisory, which the proposed person fulfills through her qualifications as a Chartered Accountant and over 15 years of experience in advising on domestic and cross-border transactions.

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

Sd/-
T Sri Sai Manasa
Company Secretary & Compliance Officer
Membership NoA61433

12 February, 2026
Hyderabad

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