

NOTICE OF POSTAL BALLOT THROUGH E-VOTING

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the “Act”) , read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions mentioned below is proposed to be passed by the members of the Company (as on the Cut-off Date), through postal ballot (the “Postal Ballot”) only by way of remote e-voting (“e-voting”) process.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on August 07, 2024 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof forms part of this Postal Ballot notice (“the Notice” or “the Postal Ballot Notice”).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only



through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

The Board has appointed Mr. V Suresh, Practicing Company Secretary (CP No. 6032) from V Suresh & Associates Practising Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot through e-voting process in a fair and transparent manner. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for facilitating e-voting. The Company has made necessary arrangements with Cameo Corporate Services Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their vote by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on September 10, 2024. The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the results will be announced on or before September 12, 2024 at the Registered office of the Company. The result of the postal ballot will be posted on the Company's website (<https://www.saksoft.com/>) and CDSL website (<https://www.evotingindia.com/>) immediately after the declaration of result and the same will also be communicated to BSE Limited and the National Stock Exchange of India Ltd. within stipulated time period as prescribed in this regard.

The Voting Period begins on August 12, 2024 (9.00 AM) and ends on September 10, 2024 (5.00 PM). The last date of e-voting, i.e. September 10, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.



SPECIAL BUSINESS

ITEM NO. 1:

To approve the issuance of Bonus Shares

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

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Foreign Exchange and Management Act, 1999, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, and in accordance with the provisions contained in the Memorandum of Association and Articles of Association of the Company and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorized in this behalf), and subject to other approvals, consents, permissions, conditions and sanctions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board for capitalization of such sums not exceeding Rs. 2,65,10,250 standing to the credit of the free reserves / securities premium account/retained earnings of the Company, as may be considered necessary by the Board, for the purpose of the issue of bonus equity shares of Re. 1/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/ Beneficial Owners’ position as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date fixed in this regard by the Board (“Record date”), in the proportion of 1 (One) equity share for every 4 (Four) existing equity share held by the Members.”

“RESOLVED FURTHER THAT the bonus equity shares so issued shall be treated for all purposes as an increase in the nominal amount in the share capital of the Company held by each such member and not as an income or distribution in lieu of Dividend and all such bonus equity shares so issued shall be subject to the provisions of Articles of Association of the Company and shall rank paripassu and carry same rights with the existing equity shares of the Company as on Record date.”



RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible shareholders, including but not limited to, allotting the total number of new equity shares representing such fractions to a Committee/person(s) / trust/body to be appointed by the Board of Directors who would hold them in trust for such shareholders and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such shareholders who are entitled to such fractions in proportion of their respective fractional entitlements.

“RESOLVED FURTHER THAT the allotment of the new equity bonus shares to the extent that they relate to non resident members of the Company, Foreign Portfolio Investor (FPIs), Person of Indian Origin (PI), Overseas Corporate Bodies (OCBs) and other Foreign Investors, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, other regulatory authorities as may be deemed necessary.”

RESOLVED FURTHER THAT the allotment of bonus equity shares shall be made only in dematerialized form and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Demat Suspense Account as per the SEBI Regulations.

RESOLVED FURTHER THAT pursuant to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendments thereto from time to time, with respect to the Employee Stock Options which are available for granting and those already granted but not exercised (whether vested or unvested including lapsed and forfeited options available for re-issuance) as on the Record Date under the Employee Stock Option Scheme (s) of the Company, the Board or Nomination & Remuneration Committee be and is hereby authorised to make appropriate adjustments with respect to the exercise price and/or the number of stock options and also decide on the allotment of such number of additional stock options as bonus options to the employees who have been granted stock options in the same proportion as the bonus equity shares being issued.

“RESOLVED FURTHER THAT for the purposes of giving effect to the bonus issue of equity shares as resolved hereinbefore and for the issuance of equity shares and other related matters, the Board/Committee of the Board and Mr. Aditya Krishna, Chairman and Managing Director, Mr. Niraj Kumar Ganeriwala, COO & CFO, Ms. Meera Venkatramanan, Company Secretary of the



Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board / Committee of the Board or any officer(s) authorized by the Board of Directors in its discretion thinks fit and proper and filing documents with the SEBI, listing the additional equity shares on BSE Limited and National Stock Exchange of India Limited and entering into any arrangements in regard to such bonus issue as it may in its absolute discretion deem fit.”

“RESOLVED FURTHER THAT the Board/ Committee be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and determine all other terms and conditions of the issue of bonus equity shares as the Board may in its absolute discretion deem fit.”

ITEM NO. 2:

To approve the Change in Designation of Mr. Ajit Thomas (DIN: 00018691) as Non-Executive Non-Independent Director.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory amendment or modification or re-enactment thereof for the time being in force) and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members be and is hereby accorded for the change in designation of Mr. Ajit Thomas (DIN: 00018691) as Non-Executive and Non-Independent Director of the Company, liable to retire by rotation, with effect from August 08, 2024.

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary or Chief Financial Officer of the Company, be and are hereby severally authorised to do all necessary acts, deeds, matters and things as may be considered necessary and desirable to give effect to this Resolution.”



ITEM NO. 3:

To approve the re-appointment of Mr. Ganesh Chella ,(DIN-01889831), Independent Director for a second term consisting of five consecutive years effective from February 03, 2025

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ganesh Chella (DIN: 01889831), who was appointed as an Independent Director and who shall hold office up to February 02, 2025, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years effective from February 3, 2025 till February 2, 2030.”

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary or Chief Financial Officer of the Company, be and are hereby severally authorised to do all necessary acts, deeds, matters and things as may be considered necessary and desirable to give effect to this Resolution.”

By order of the Board of Directors
For Saksoft Limited



Meera Venkatramanan
Company Secretary

Place: Chennai
Date: August 07, 2024



NOTES FOR MEMBER'S ATTENTION:**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

Step 1 : Access through e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) The Voting Period begins on August 12, 2024 (9.00 AM) and ends on September 10, 2024 (5.00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date August 07, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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. 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.

- (iii) 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 for Individual shareholders holding securities in Demat mode is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) 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. 2) 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. 3) 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. 4) 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	<ol style="list-style-type: none"> 1) 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-



	<p>directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) 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</p> <p>3) 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 hold 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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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.</p>

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 22 55 33
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 toll free no.: 1800 1020 990 and 1800 22 44 30

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

(iv) Login method for Remote e-Voting 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)



	<ul style="list-style-type: none"> 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.
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> <ul style="list-style-type: none"> 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.

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 Company

(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.

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 delink 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 required mandatory 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; vsscruinizer@gmail.com; complianceofficer@saksoft.co.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 (DP)



3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding 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 22 55 33

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 at toll free no. 1800 22 55 33



EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 (the 'Act')

Item No. 1:

To approve the issuance of Bonus Shares

The Board of Directors, at their meeting held on August 7, 2024, considered and recommended a bonus issue of one equity share for every four equity shares held as on the Record date decided for this purpose. The bonus issue of equity shares will be subject to the approval of shareholders and other approvals, consents, permissions, conditions and sanctions, as may be necessary. The Record date for reckoning the eligible shareholders entitled to receive bonus shares has been fixed as September 13, 2024

The bonus shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing equity shares and holders of the bonus shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new equity shares are allotted.

In terms of Regulation 294(6) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Bonus Shares shall be issued in dematerialized form only. Thus, in case of Members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Demat Suspense Account as per the SEBI Regulations and on receiving the details of demat account from the shareholders, such Bonus Shares shall be credited to the concerned demat account of the shareholders, as per SEBI Regulations.

The Company has not defaulted in payment of interest or principal in respect of debt securities issued by it. The Company has not accepted any fixed deposit. Further, the Company has not defaulted in respect of the payment of statutory dues of the employees such as contribution to provident fund, gratuity and bonus. The Company has no partly paid-up shares. None of the promoters or directors of the Company is a fugitive economic offender.

The capitalization of free reserves and/or the securities premium account requires members' approval as per the Articles of Association of the Company.



No director, key managerial personnel or their respective relatives are directly or indirectly concerned or interested in the resolutions at Item no. 1 of the Notice except to the extent that they would be entitled for bonus equity shares in relation to their respective holding of equity shares and ESOPs in the Company.

The Board recommends the Ordinary Resolution set forth in Item no. 1 for the approval of the members.

Item No. 2:

To approve the change in designation of Mr. Ajit Thomas (DIN: 00018691) as Non-Executive Non-Independent Director.

Mr. Ajit Thomas (DIN- 00018691) was re-appointed as an Independent Director for the second term by Members of the Company at the Annual General Meeting held on August 12, 2019 for a period of five (5) consecutive years with effect from September 27, 2019.

The Board of Directors based on recommendation of Nomination and Remuneration Committee have approved the re-designation of Mr. Ajit Thomas from Non Executive Independent Director to Non-Executive Non-Independent Director, liable to retire by rotation with effect from August 08, 2024.

As per Companies Act 2013, the maximum period for an Independent Director is a continuous period of ten (10) years. Since Mr. Ajit Thomas's second term as Independent Director gets completed on September 26, 2024 and considering his invaluable contributions to the Company, the Nomination and Remuneration Committee has strongly recommended his continuation as a Non Executive Director in the Company.

The Board of Directors recommend the Resolution at Item No. 2 as Ordinary Resolution for the approval by the Members.

Except Mr. Ajit Thomas and his relatives, none of the Directors, Key Managerial Personnel(s) of the Company and their respective relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice.



Mr. Ajit Thomas is not debarred or disqualified from continuing to act as a Director of Company by SEBI, MCA or any other statutory authority. Details including nature of his expertise along with related details as required under the provisions of Act, Regulation 36 and other applicable provisions of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), is provided in the Annexure – I to this Notice.

Item No. 3:

To approve the re-appointment of Mr. Ganesh Chella, Independent Director for the second term consisting of five (5) consecutive years with effect from February 03, 2025

Mr. Ganesh Chella (DIN- 01889831) was appointed as an Independent Director for the first term by Members of the Company at the Annual General Meeting held on May 27, 2020 for a period of 5 years with effect from February 03, 2020.

The Nomination and Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Ganesh Chella's qualifications and the rich experience in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Ganesh Chella continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company is in receipt of requisite declaration and disclosures as envisaged under Section 149(6) of Companies Act, 2013

The Board of Directors on recommendation of Nomination and Remuneration Committee are proposing the re-appointment of Mr. Ganesh Chella as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from February 03, 2025 for the approval of the Members by way of a Special Resolution

Mr Ganesh Chella possesses the requisite skills, proficiency and capabilities, which would be of immense benefit to the Company, and hence, the Board of Directors have found it desirable to reappoint him as an Independent Director. In the opinion of the Board, he fulfils the conditions specified in Companies Act, 2013, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management.



The Board of Directors recommend the Resolution at Item No. 3 as Special Resolution for the approval by the Members.

Except Mr. Ganesh Chella and his relatives, none of the Directors, Key Managerial Personnel(s) of the Company and their respective relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

Mr. Ganesh Chella is not debarred or disqualified from continuing to act as a Director of Company by SEBI, MCA or any other statutory authority. Details including nature of his expertise along with related details as required under the provisions of Act, Regulation 36 and other applicable provisions of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), is provided in the Annexure – II to this Notice.

***By order of the Board of Directors
For Saksoft Limited***



**Meera Venkatramanan
Company Secretary**

Place: Chennai
Date: August 07, 2024



ANNEXURE-I

Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards

Brief Profile: Mr. Ajit Thomas holds Bachelor degree in Statistics from Loyola College and has over four decades of extensive experience and expertise in business and management. Mr. Ajit Thomas is the Chairman of the A. V. Thomas Group, which has interests in Consumer Products, Speciality Beverages, Natural Ingredients, Leather Products and Plantations.

Age: 70 years

Qualification: Bachelor degree in Statistics

DIN: 00018691

Nature of expertise in specific functional areas: Mr. Ajit Thomas is a renowned Industrialist, the promoter and chairman of AVT Natural Products Ltd. He is associated with AVT Group of Companies for about four decades and has extensive experience and expertise in business and management. He is also on the board of A.V. Thomas & company Limited, A.V. Thomas Investment & Co, Midland Corporate Advisory Services, AVT InfoTech Pvt Ltd and more.

Inter-se relationships with directors and key managerial personnel: Nil

Listed companies in which the Director holds directorship:

- Neelamalai Agro Industries Limited
- AVT Natural Products Limited

The listed entities from which Director has resigned in the past three years: Nil

Listed companies in which the Director holds committee membership : Neelamalai Agro Industries Limited ,AVT Natural Products Limited.

Other Directorships (excluding Foreign Company): The Midland Rubber and Produce Company Limited, The Nelliampathy Tea and Produce Company Limited, A V Thomas and Company Limited, A V Thomas Investment Co. Limited., Aspera Logistics Private Limited, AVT McCormick Ingredients Private Limited, AV Thomas Leather and Allied Products Private Limited, AVT Holdings



Private Limited, Midland Corporate Advisory Services Private Limited, AVT Gavia Foods Private Limited,

Membership of Committees of other Boards: The Midland Rubber and Produce Company Limited, The Nelliampathy Tea and Produce Company Limited, A V Thomas and Company Limited,.

Chairmanship of Committees of other Boards: The Midland Rubber and Produce Company Limited, The Nelliampathy Tea and Produce Company Limited, A V Thomas and Company Limited, Neelamalai Agro Industries Limited, AVT Natural Products Limited.

Shareholding in the Company, including shareholding as a beneficial owner : Nil

Key terms and conditions of appointment - As per the resolution of this Notice read with the explanatory statement thereto.

Remuneration proposed to be paid -

No pecuniary relation other than permissible Sitting Fees and Commission

Date of first appointment on Board - 31/07/2009

Last drawn remuneration - Nil other than sitting fees and commission.

Number of Board meetings attended during the Financial Year 2023-24- Six meetings.



ANNEXURE-II

Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards

Brief Profile: Mr. Ganesh Chella is an alumni of XLRI, Jamshedpur, a professional member of the India Society for Applied Behavioral Science. Mr. Ganesh Chella is trained and certified as a Coach by Dr. Skiffington, Australia and Coaching Foundation India.

Age: 63 years

Qualification: Post Graduate Diploma in Personnel Management & Industrial Relations.

DIN: 01889831

Nature of expertise in specific functional areas: Mr. Ganesh Chella has worked with a wide range of client organisations, his work with high growth entrepreneurial organisations to support their needs of managing growth as well as his work on organisation development assignments with top management. He pioneered the use of executive coaching for leader development in India.

Inter-se relationships with directors and key managerial personnel: Nil

Listed companies in which the Director holds directorship: Nil.

The listed entities from which Director has resigned in the past three years: Nil

Listed companies in which the Director holds committee membership : Nil

Other Directorships: Coaching Foundation India Private Limited, Totus Consulting Services Private Limited

Membership of Committees of other Boards: Nil

Chairmanship of Committees of other Boards : Nil



Shareholding in the Company in the listed entity, including shareholding as a beneficial owner : Nil

Skills and capabilities required for the role and the manner in which Mr. Ganesh Chella meets such requirements: Mr. Ganesh Chella is the cofounder & Managing Director of CFI (Coaching Foundation India Pvt. Limited), (www. cfi. co.in) one of India's most preferred destinations for potential Coaches and clients for coach education and coaching-led leader development solutions. He pioneered the use of executive coaching for leader development in India. Mr. Ganesh Chella is also the founder of Totus Consulting, a strategic Human Resource Consulting firm that has been addressing the Organisation Development and HR needs of hundreds of clients since the year 2000.

Mr. Ganesh's extensive knowledge and experience in Human resources helps the Company to identify appropriate talent and use effective measures to retain such good talents which is an important factor in driving the growth of the Company.

Key terms and conditions of appointment - As per the resolution of this Notice read with the explanatory statement thereto.

Remuneration proposed to be paid - No pecuniary relation other than permissible Sitting Fees and Commission.

Date of first appointment on Board - Mr. Ganesh Chella was appointed as Independent Director for the first term on 03 February 2020.

Last drawn remuneration – Nil other than Sitting Fees and Commission.

Number of Board meetings attended during the Financial year 2023-24 - Four meetings.

