SAKSOFT
your digital transformation partner

Saksoft Limited
CIN: L72200TN1999PLC054429
SP INFOCITY, Block A, 2nd Floor,
#40, Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096
P: +91 44 2454 3500 | F: +91 44 2454 3510 | E: info@saksoft.com

# SAKSOFT LIMITED
# 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 Shareholder(s),

Notice is hereby given pursuant to Sections 102, 108 and 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and other circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA Circulars"), each as amended, that the resolutions set out below are proposed to be passed as Special Resolutions by the members of Saksoft Limited ("Company") by postal ballot through remote electronic voting ("remote e-voting") only. The explanatory statement pursuant to Section 102 of the Act, setting out the material facts concerning each item and the reasons therefore, together with the disclosures required under the SBEB Regulations, is annexed to and forms part of this Notice.

The Board of Directors ("Board"), by resolution dated October 14, 2026, pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, has appointed Mr. V. Suresh, (Membership No. 2969 & CP No. 6032) and failing him, Mr. Udaya Kumar K R, (Membership No. 11533 & CP no. 21973) Partners of V Suresh Associates, Practicing Company Secretaries, Chennai, Practicing as Scrutinizer to conduct the postal ballot through remote e-voting fairly and transparently. The Scrutinizer has consented to the appointment and confirmed availability for this purpose.

In accordance with the MCA Circulars, this Notice is being sent electronically to eligible members whose email addresses are registered with the Company, its Registrar and Share Transfer Agent ("RTA") or the Depositories. Physical notices, postal ballot forms and prepaid business reply envelopes will not be dispatched. Members whose email addresses are not registered may follow the procedure in the Notes to obtain access to remote e-voting.

In compliance with Sections 108 and 110 of the Act, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and Section VI-C (e-voting facility provided by listed entities) of the SEBI Master Circular for compliance with the provisions of the Listing Regulations, bearing No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January

Saksoft Limited
CIN: L72200TN1999PLC054429
SP INFOCITY, Block A, 2nd Floor,
#40, Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096
P: +91 44 2454 3500 | F: +91 44 2454 3510 | E: info@saksoft.com

30, 2026, as amended, the Company has engaged NSDL to provide remote e-voting. The detailed procedure forms part of this Notice.

Members holding shares in physical or dematerialised form as on October 09, 2026, may communicate their assent or dissent to each resolution only through remote e-voting.

Remote e-voting commences at 9:00 a.m. (IST) on Friday, October 16, 2026, and closes at 5:00 p.m. (IST) on Saturday, November 14, 2026. The remote e-voting module shall be disabled by National Securities Depository Limited (NSDL) (e-voting agency) for voting thereafter. Once a vote is cast on a resolution, the member cannot change it subsequently.

The Scrutinizer shall submit the report to the Chairman or a person authorised by the Chairman in writing. The results shall be declared on or before November 17, 2026, within two working days from the conclusion of remote e-voting in terms of Regulation 44(3) of the Listing Regulations and communicated to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The results and Scrutinizer's report shall be placed on www.saksoft.com and www.evoting.nsdl.com. In terms of SS-2, each resolution, if passed by the requisite majority, shall be deemed to have been passed on November 14, 2026, being the last date specified for remote e-voting.

Saksoft Limited
CIN: L72200TN1999PLC054429
SP INFOCITY, Block A, 2nd Floor,
#40, Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096
P: +91 44 2454 3500 | F: +91 44 2454 3510 | E: info@saksoft.com

**SPECIAL BUSINESS**

**Item No. 1**

**TO APPROVE AMENDMENTS TO SAKSOFT EMPLOYEE STOCK OPTION PLAN 2009 ("ESOP 2009" OR "SCHEME"**

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

**RESOLVED THAT** pursuant to the applicable provisions of Companies Act, 2013, Regulation 7 read with Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be required under applicable laws, and pursuant to the recommendation of the Nomination and Remuneration Committee acting as the Compensation Committee ("NRC") and the approval of the Board of Directors of the Company ("Board"), the consent of the shareholders of the Company be and is hereby accorded to the amendments **in 'Saksoft Limited Employee Stock Option Plan 2009'."**

**RESOLVED FURTHER THAT** any Directors of the Company, Mr. Niraj Kumar Ganeriwala, Chief Operating Officer and Chief Financial Officer and Ms. Meera Venkatramanan, Company Secretary and Compliance Officer, be and are hereby severally authorised, within the scope of their respective roles and authority, to take all such steps as may be necessary to give effect to this resolution, including incorporating the approved variations into the Scheme, executing the necessary documents and making the requisite filings and disclosures with the statutory authorities and stock exchanges, as applicable, and to do all such acts, deeds, matters and things as may be necessary or expedient for implementing this resolution in accordance with applicable laws."

Saksoft Limited
CIN: L72200TN1999PLC054429
SP INFOCITY, Block A, 2nd Floor,
#40, Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096
P: +91 44 2454 3500 | F: +91 44 2454 3510 | E: info@saksoft.com

**Item No. 2**

**TO APPROVE GRANT OF EMPLOYEE STOCK OPTIONS EXCEEDING ONE PER CENT OF THE ISSUED CAPITAL TO MR. GURMEET CHAHAL, CHIEF EXECUTIVE OFFICER OF SAKSOFT INC., A SUBSIDIARY OF SAKSOFT LIMITED, UNDER SAKSOFT EMPLOYEE STOCK OPTION PLAN 2009 ("ESOP 2009" OR "SCHEME"**

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

"**RESOLVED THAT** pursuant to the applicable provisions of Companies Act, 2013, Regulation 6(3)(d) and other applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), the Listing Regulations, the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("FEMA"), as applicable, the Reserve Bank of India ("RBI") directions, the Memorandum and Articles of Association of the Company and ESOP 2009, each as amended, and subject to requisite approvals and the amendments proposed under Item No. 1 becoming effective, consent of the Members be and is hereby accorded to the proposed grant, in one or more tranches, of up to 66,27,562 (Sixty-six lakh twenty-seven thousand five hundred and sixty-two) Employee Stock Options ("Options") representing 5% of the Company's equity share capital on a fully diluted basis as on date, to Mr. Gurmeet Chahal, Chief Executive Officer of Saksoft Inc., a subsidiary of the Company ("Grantee"), on such terms and conditions as may be approved by the Nomination and Remuneration Committee, acting as the Compensation Committee ("NRC"), in accordance with the Scheme, Applicable Laws and the terms disclosed in the explanatory statement.

**RESOLVED FURTHER THAT** it is hereby noted that Mr. Gurmeet Chahal, Chief Executive Officer of Saksoft Inc., is not a promoter or a person belonging to the promoter group of the Company, and is not a director who, either by himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, and is accordingly an eligible employee within the meaning of Regulation 2(1)(i) of the SBEB Regulations and under the Scheme.

**RESOLVED FURTHER THAT** the Options so granted shall vest after a minimum period of one year from the date of grant, subject to the vesting schedule, performance conditions and other terms determined by the NRC in accordance with the Scheme and the SBEB Regulations and shall be exercisable at an exercise price determined in accordance with the Scheme.

**RESOLVED FURTHER THAT** in the event of any corporate action such as a rights issue, bonus issue, stock split, consolidation, merger, demerger, sale of division or other re-organisation of capital structure, the NRC be and is hereby authorised to make fair and reasonable adjustments to the number of Options granted, the exercise price, or both, in accordance with the Scheme and the SBEB

Saksoft Limited
CIN: L72200TN1999PLC054429
SP INFOCITY, Block A, 2nd Floor,
#40, Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096
P: +91 44 2454 3500 | F: +91 44 2454 3510 | E: info@saksoft.com

Regulations, and that the ceiling approved herein shall be deemed to increase or decrease accordingly.

**RESOLVED FURTHER THAT** the equity shares transferred by the Trust on exercise of the Options shall rank pari passu in all respects with the then existing equity shares of the Company, subject to the lock-in, if any, specified in the Scheme.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies and make the disclosures prescribed under Regulation 15 of the SBEB Regulations and the applicable accounting standards and shall file such returns and make such disclosures to the stock exchanges as may be required under the SBEB Regulations and the Listing Regulations.

**RESOLVED FURTHER THAT** any Directors of the Company, Mr. Niraj Kumar Ganeriwala, Chief Operating Officer and Chief Financial Officer and Ms. Meera Venkatramanan, Company Secretary and Compliance Officer be and are hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution including but not limited to delegating any powers conferred upon the Board by this resolution to any officials of the Company, to execute required documents, deeds and writings and to settle any questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**Place: Chennai**

**Date: October 14, 2026**

**By order of the Board**

**For Saksoft Limited**

MEERA VENKATRAMANAN

Digitally signed by MEERA VENKATRAMANAN
Date: 2026.10.15 13:23:09 +05'30'

**Meera Venkatramanan**

**Company Secretary and Compliance Officer**

**Membership No.: F9922**

Saksoft Limited
CIN: L72200TN1999PLC054429
SP INFOCITY, Block A, 2nd Floor,
#40, Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096
P: +91 44 2454 3500 | F: +91 44 2454 3510 | E: info@saksoft.com

**NOTES FOR MEMBER'S ATTENTION:**

**INSTRUCTION TO SHAREHOLDERS FOR E-VOTING:**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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. Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<br>2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<br>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com.<br>Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp |

Saksoft Limited
CIN: L72200TN1999PLC054429
SP INFOCITY, Block A, 2nd Floor,
#40, Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096
P: +91 44 2454 3500 | F: +91 44 2454 3510 | E: info@saksoft.com

| | |
|---|---|
| | 4. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<br><br>5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.<br><br>**NSDL Mobile App is available on**<br>App Store Google Play |
| Individual Shareholders holding securities in demat mode with CDSL | 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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.<br><br>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. 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.<br><br>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. |

Saksoft Limited
CIN: L72200TN1999PLC054429
SP INFOCITY, Block A, 2nd Floor,
#40, Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096
P: +91 44 2454 3500 | F: +91 44 2454 3510 | E: info@saksoft.com

| | |
|---|---|
| | 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) 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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

**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. NSDL and CDSL.**

| Login type | Helpdesk details |
|---|---|
| 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.com or call at 022 - 4886 7000 |
| 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 |

Saksoft Limited
CIN: L72200TN1999PLC054429
SP INFOCITY, Block A, 2nd Floor,
#40, Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096
P: +91 44 2454 3500 | F: +91 44 2454 3510 | E: info@saksoft.com

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID<br><br>For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID<br><br>For example if your Beneficiary ID is 12********** then your user ID is 12********** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company<br><br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

Saksoft Limited
CIN: L72200TN1999PLC054429
SP INFOCITY, Block A, 2nd Floor,
#40, Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096
P: +91 44 2454 3500 | F: +91 44 2454 3510 | E: info@saksoft.com

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically on NSDL e-Voting system.

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (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 signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vsassociates16@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to evoting@nsdl.com

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice**:

1. In case shares are held in physical mode please provide 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 complianceofficer@saksoft.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested

Saksoft Limited
CIN: L72200TN1999PLC054429
SP INFOCITY, Block A, 2nd Floor,
#40, Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096
P: +91 44 2454 3500 | F: +91 44 2454 3510 | E: info@saksoft.com

scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to complianceofficer@saksoft.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

SAKSOFT
your digital transformation partner

Saksoft Limited
CIN: L72200TN1999PLC054429
SP INFOCITY, Block A, 2nd Floor,
#40, Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096
P: +91 44 2454 3500 | F: +91 44 2454 3510 | E: info@saksoft.com

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

This explanatory statement sets out the material facts, rationale, beneficiaries and relevant disclosures relating to Items 1 and 2 as required under Section 102(1) of the Act, Regulations 6(2) and 7(3) of, and Part C of Schedule I to, the SBEB Regulations, and SS-2.

**Item No. 1**

**TO APPROVE AMENDMENTS TO SAKSOFT EMPLOYEE STOCK OPTION PLAN 2009 ("ESOP 2009" OR "SCHEME"**

The Company had instituted the 'Saksoft Limited Employee Stock Option Plan 2009' ("ESOP 2009" or "the Scheme") with effect from December 07, 2009. The Scheme has been amended from time to time, with the latest amendment having been approved by the shareholders of the Company on October 22, 2023 by way of a special resolution. The Scheme is administered by the 'Saksoft Employee Welfare Trust' under the supervision of the Nomination and Remuneration Committee (acting as Compensation Committee).

The Company has undertaken a review of the Scheme in light of applicable legal and regulatory requirements, as well as certain evolving business and administrative considerations. Pursuant to such review, it is proposed to amend certain provisions of the Scheme with a view to enhancing clarity, streamlining its administration and ensuring continued alignment with applicable laws and regulatory requirements. **The proposed amendments are clarificatory and administrative in nature and do not result in any change to the existing terms and conditions of grant under the Scheme**. Accordingly, the Nomination and Remuneration Committee and the Board of Directors ("Board"), by way of Circular Resolution passed October 14, 2026 have approved the proposed amendments to the Scheme, subject to the approval of the shareholders and such other approvals as may be required under applicable laws.

It was further informed that the proposed amendments are not prejudicial to the interests of employees and option grantees. The beneficiaries of the amendments shall include both existing and future option grantees, to the extent applicable.

In terms of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 ("SBEB Regulation"), the salient features of the Scheme are given as under:

**a. Brief Description of the scheme:**

The objective of the Scheme is to encourage ownership of Company's equity by its employees on an ongoing basis. The Scheme is intended to reward the employees for their contribution to the successful operation of the Company and to provide an incentive for continued contribution to the

Saksoft Limited
CIN: L72200TN1999PLC054429
SP INFOCITY, Block A, 2nd Floor,
#40, Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096
P: +91 44 2454 3500 | F: +91 44 2454 3510 | E: info@saksoft.com

success of the Company. It is envisaged that the Scheme will enable the Company to attract and retain the best available talent by making them partners in business and its growth.

**b. Total number of Options to be granted:**

The proposed amendments do not contemplate any change in the total number of employee stock options **("**Options**")** available for grant under the Scheme. Accordingly, the overall pool of Options shall remain unchanged and continue to apply as last approved by the shareholders, as reproduced below:

*"The maximum number of options that may be granted under ESOP 2009 shall not exceed 1,50,00,000 (one crore fifty lakhs only) (15,00,000 sub divided into 1,50,00,000), with each such Option conferring a right upon the Employee to apply for one equity share of the Company, in accordance with the terms and conditions of such issue and subject to the provisions of ESOP 2009.*

*Further, the maximum number of Options that can be granted and the Shares arise upon exercise of these Options shall stand adjusted in case of any corporate action.*

*Out of the overall pool of 1,50,00,000 Equity Shares, the Trust may subscribe and/or acquire such quantity of Shares by the way of by fresh allotment and/or Secondary Acquisition as decided by the Board of Directors (the term shall deem to include Compensation Committee), from time to time.*

*If any Option granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Option shall be available for further Grant under the Scheme unless otherwise determined by the Board of Directors. Further, the maximum number of Options that can be granted and the Shares arising upon Exercise of these Options shall stand adjusted in case of Corporate Actions (as defined in the Scheme)."*

**c. Identification of classes of employees entitled to participate in the scheme:**

The proposed amendments do not contemplate any change in the identification of classes of employees entitled to participate in the Scheme and shall remain unchanged and continue to apply as last approved by the shareholders, as reproduced below:

*"(i) a permanent employee of the Company, who is exclusively working in India or out of India; or (ii) a director of the Company whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or (iii) an employee as defined in sub-clauses (i) and (ii), of a group company including subsidiary or its associate*

Saksoft Limited
CIN: L72200TN1999PLC054429
SP INFOCITY, Block A, 2nd Floor,
#40, Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096
P: +91 44 2454 3500 | F: +91 44 2454 3510 | E: info@saksoft.com

*company, in India or out of India, but does not include: (a) an employee who is a promoter or belongs to the promoter group or ; (b) a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding shares of the Company."*

**d. Requirements of Vesting and period of Vesting:**

The proposed amendments are not intended to modify the vesting requirements or vesting period as applicable under the Scheme. Accordingly, the existing vesting conditions and vesting schedule shall remain unchanged and continue to apply in the form last approved by the shareholders, as reproduced below:

*"Options granted under ESOP 2009, shall vest subject to minimum period of 1 (One) year from the date of grant and not more than maximum period of 4 (Four) years from the date of grant of Options. Provided further that in the event of death or permanent incapacity of an option grantee, the minimum vesting period of one (1) year shall not be applicable and in such instances, the Options shall vest in terms of SBEB Regulations on the date of the death or permanent incapacity.*

*The vesting would be subject to the continued employment of the option grantee and may further be linked with the certain performance and other criteria's, as determined by the Compensation Committee and mentioned in the letter of grant."*

**e. Maximum period within which the Options shall be vested:**

The proposed amendments are not intended to alter the maximum vesting period prescribed under the Scheme. Accordingly, the maximum period within which the Options may vest shall remain unchanged and continue to apply in the form last approved by the shareholders, as reproduced below:

*"The maximum period within which the Options shall be vested is 4 (four) years from the date of grant of such Options."*

**f. Exercise price or pricing formula:**

The proposed amendments are not intended to alter the exercise price or the pricing formula under the Scheme. Accordingly, the exercise price and pricing formula shall remain unchanged and continue to apply in the form last approved by the shareholders, as reproduced below:

Saksoft Limited
CIN: L72200TN1999PLC054429
SP INFOCITY, Block A, 2nd Floor,
#40, Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096
P: +91 44 2454 3500 | F: +91 44 2454 3510 | E: info@saksoft.com

*"The exercise price per Option shall not be less than face value of equity share and shall not exceed market price of the equity share of the Company as on date of grant of Option which may be decided by the Compensation Committee. Market price in this context refers to the meaning assigned to it under the SBEB Regulations.*

*Any changes in the capital structure or any corporate action initiated by the Company, the exercise price shall be determined and adjusted accordingly."*

**g. Exercise period and the process of exercise:**

The proposed amendments do not contemplate any change to the exercise period under the Scheme. Accordingly, the exercise period shall remain unchanged and continue to apply in the form last approved by the shareholders, as reproduced below:

*"The employee can exercise his right to convert the Options into equity shares either in full or in tranches by addressing a communication to the Compensation Committee. Each Option would entitle the option grantee, on exercise, to acquire 1 share of face value of Re.1/- each.*

*Options can be exercised within the exercise period of 10 years from the date of grant of Options by paying in full the stipulated exercise price and applicable taxes either by cheque or Company to deduct such amount from his salary due or by cashless exercise through sale of shares to the extent of the exercise price and such applicable taxes or such other consideration as maybe approved the Board."*

**h. Appraisal process for determining the eligibility of employees under the scheme:**

The proposed amendments do not contemplate any change to the appraisal process for determining the eligibility of employees under the Scheme. Accordingly, the appraisal process shall remain unchanged and reproduced below:

*"All eligible employees shall be eligible to participate under the Scheme. The eligible employee to whom the Options would be granted and their eligibility criteria (including but not limited to performance, merit, grade, conduct and length of service of the Employee) would be determined by the Compensation Committee, at its absolute discretion"*

**i. Maximum number of Options to be issued per employee and in aggregate:**

The proposed amendments do not contemplate any change to the maximum number of Options that may be granted to an individual employee or issued in aggregate under the Scheme. Accordingly, the

Saksoft Limited
CIN: L72200TN1999PLC054429
SP INFOCITY, Block A, 2nd Floor,
#40, Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096
P: +91 44 2454 3500 | F: +91 44 2454 3510 | E: info@saksoft.com

existing limits shall remain unchanged and continue to apply in the form last approved by the shareholders, as reproduced below:

*"The maximum number of options that may be granted under ESOP 2009 shall not exceed 1,50,00,000 (one crore fifty lakhs only), with each such Option conferring a right upon the Employee to apply for one Share of the Company, in accordance with the terms and conditions of such issue and subject to the provisions of ESOP 2009.*

*Subject to availability of Options in the pool under the Scheme, the maximum number of Options that can be granted to any eligible employee during any one year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant. The Compensation Committee may decide to grant such number of Options equal to or exceeding 1% of the issued capital to any eligible employee as the case may be, subject to the separate approval of the Shareholders in a general meeting."*

**j. Maximum quantum of benefits to be provided per employee under the scheme:**

The proposed amendments do not contemplate any change to the maximum quantum of benefits that may be provided to an employee under the Scheme. Accordingly, the existing limit shall remain unchanged and continue to apply in the form last approved by the shareholders, as reproduced below:

*"The maximum quantum of benefits that will be provided to every eligible employee under the Scheme will be the difference between the market value of Company's equity share on the recognized stock exchanges as on the date of exercise of Options and the exercise price paid by the employee."*

**k. Route of the scheme implementation:**

The proposed amendments do not contemplate any change to the implementation route of the Scheme. Accordingly, the Scheme shall continue to be implemented through the Trust Route and shall remain unchanged from the form last approved by the shareholders.

**l. Source of acquisition of shares under the scheme:**

The proposed amendments do not contemplate any change to the source of acquisition of Shares under the Scheme. Accordingly, the source of acquisition of equity shares shall remain unchanged and continue to apply in the form last approved by the shareholders, as reproduced below:

Saksoft Limited
CIN: L72200TN1999PLC054429
SP INFOCITY, Block A, 2nd Floor,
#40, Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096
P: +91 44 2454 3500 | F: +91 44 2454 3510 | E: info@saksoft.com

*"The Scheme involves both Fresh allotment from the Company and / or Secondary acquisition from the market."*

**m. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:**

The proposed amendments do not contemplate any change to the amount of loan to be provided by the Company to the Trust for implementation of the Scheme, its tenure, utilization, repayment terms or other related conditions. Accordingly, such terms shall remain unchanged and continue to apply in the form last approved by the shareholders, as reproduced below:

*"The Trust has sufficient funds presently to acquire equity shares through primary or secondary acquisition. However, as and when there is a requirement to obtain a loan from the Company the same would be as per the terms as approved by the Board from time to time."*

**n. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by trust for the purposes of the scheme:**

The proposed amendments do not contemplate any change to the maximum percentage of secondary acquisition that may be undertaken by the Trust for the purposes of the Scheme. Accordingly, the existing limit shall remain unchanged and continue to apply in the form last approved by the shareholders, as reproduced below:

*"The Trust shall acquire the equity shares subject to the limits as prescribed under SBEB Regulations, from time to time."*

**o. Accounting and Disclosure Policies:**

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.

**p. Method of Option valuation:**

Saksoft Limited
CIN: L72200TN1999PLC054429
SP INFOCITY, Block A, 2nd Floor,
#40, Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096
P: +91 44 2454 3500 | F: +91 44 2454 3510 | E: info@saksoft.com

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

**q. Declaration:**

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

**r. Period of lock-in:**

The proposed amendments do not contemplate any change to the lock-in provisions under the Scheme. Accordingly, no lock-in period shall apply to the Equity Shares issued or transferred to employees pursuant to the Scheme, and the same shall continue to remain as previously approved by the shareholders.

**s. Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the scheme:**

The proposed amendments do not contemplate any change to the terms and conditions governing the buyback, if any, of specified securities and/or Options covered under the Scheme. Accordingly, such terms and conditions shall remain unchanged and continue to apply in the form last approved by the shareholders, as reproduced below:

*"The Compensation Committee will determine the procedure for buy-back of Options granted under the ESOP 2009, if to be undertaken at any time by the Company, and the applicable terms and conditions in accordance with the applicable laws."*

A copy of draft amended Scheme is available for inspection at the Company's registered office during official hours on all working days till the last date of the e-voting.

None of the Directors and key managerial personnel of the Company, including their relatives, are interested or concerned in the resolutions, except to the extent they may be lawfully granted options under the Scheme.

Saksoft Limited
CIN: L72200TN1999PLC054429
SP INFOCITY, Block A, 2nd Floor,
#40, Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096
P: +91 44 2454 3500 | F: +91 44 2454 3510 | E: info@saksoft.com

In light of the above, the Board of the Company recommends the Special resolution as set out at Item no. 1.

**Item No. 2**

**TO APPROVE GRANT OF EMPLOYEE STOCK OPTIONS EXCEEDING ONE PER CENT OF THE ISSUED CAPITAL TO MR. GURMEET CHAHAL, CHIEF EXECUTIVE OFFICER OF SAKSOFT INC., A SUBSIDIARY OF SAKSOFT LIMITED UNDER SAKSOFT EMPLOYEE STOCK OPTION PLAN 2009 ("ESOP 2009" OR "SCHEME"**

The Company has recently onboarded Mr. Gurmeet Chahal as the Chief Executive Officer of Saksoft Inc., a subsidiary of Saksoft Limited. Considering his leadership role and the expected contribution towards the Company's long-term growth, business transformation and value creation objectives, the Company proposes to grant Employee Stock Options to Mr. Gurmeet Chahal under the Company's Employee Stock Option Scheme, in accordance with the applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, including the requirement for separate shareholder approval under Regulation 6(3)(d) of the said Regulations.

**Rationale for the proposed grant**

Mr. Chahal is a seasoned technology and business services executive with approximately three decades of experience across information technology services, business process management, digital transformation, healthcare and life sciences. He has held leadership positions across India and the United States and is currently based in New Jersey, USA.

Mr. Chahal holds a Bachelor of Technology in Chemical Engineering from Panjab University and a Master of Business Administration in Finance and Marketing from XLRI, Jamshedpur. He has also completed executive education programmes at Northwestern Kellogg and the Tuck School of Business, Dartmouth.

Considering his extensive experience in business transformation, digital services, commercial strategy and organizational leadership, the management believes that participation in the Scheme would further align Mr. Chahal's interests with the long-term interests of the Company and its shareholders and support the achievement of the Company's strategic and business objectives.

Accordingly, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has approved and recommends for the approval of the shareholders for grant of 66,27,562 Options, representing 5% of the Company's equity share capital on a fully diluted

Saksoft Limited
CIN: L72200TN1999PLC054429
SP INFOCITY, Block A, 2nd Floor,
#40, Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096
P: +91 44 2454 3500 | F: +91 44 2454 3510 | E: info@saksoft.com

basis as on date, in one or more tranches, under the Scheme as may be determined by the Nomination and Remuneration Committee.

Since Mr. Gurmeet Chahal is an employee of a subsidiary of the Company, the separate shareholder approval requirement under Regulation 6(3)(c) of the SBEB Regulations is applicable. The Committee noted that the shareholders of the Company have, by special resolution dated October 22, 2023, approved the grant of options under ESOP 2009 to the employees of the subsidiary company(ies) of the Company, as required under Regulation 6(3)(c) of the SBEB Regulations, and that such approval continues to apply to grants implemented through the Trust route.

The summarised principal terms of the proposed grant are set out below.

| Sl. No. | Particulars | Disclosure |
|---|---|---|
| 1. | Name and designation of the Grantee | Mr. Gurmeet Chahal, Chief Executive Officer |
| 2. | Employer | Saksoft Inc., a subsidiary of Saksoft Limited |
| 3. | Residential status | Person resident outside India |
| 4. | Scheme under which the grant is proposed | Saksoft Employee Stock Option Plan 2009, as proposed to be amended pursuant to Item No. 1 of this Notice |
| 5. | Method of implementation | Through the transfer of existing equity shares held by the Saksoft Employee Welfare Trust, subject to the Scheme and applicable laws |
| 6. | Maximum number of Options proposed to be granted | Options representing up to 66,27,562 Options, representing 5% of the Company's equity share capital on a fully diluted basis as on date |
| 7. | Illustrative percentage of capital | Up to 5% of the Company's equity share capital on a fully diluted basis as on date, calculated using a fully diluted share capital of 13,25,51,250 equity shares |
| 8. | Regulatory threshold under Regulation 6(3)(d) | A separate special resolution is being sought for the proposed grant to the identified employee in accordance with Regulation 6(3)(d) of the SBEB Regulations |

Saksoft Limited
CIN: L72200TN1999PLC054429
SP INFOCITY, Block A, 2nd Floor,
#40, Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096
P: +91 44 2454 3500 | F: +91 44 2454 3510 | E: info@saksoft.com

| | | |
|---|---|---|
| 9. | Underlying equity shares | Up to 66,27,562 existing equity shares of face value Re. 1 each, subject to permitted adjustments under the Scheme |
| 10. | Minimum vesting period | At least one year from the date of grant, subject to statutory exceptions, if applicable, and the vesting terms of the Scheme |
| 11. | Vesting schedule | Four-year vesting schedule, comprising time-based and performance-based components, as detailed below |
| 12. | Shareholding of the Grantee in the Company | Nil |
| 13. | Relationship with promoters, directors or key managerial personnel | Nil |
| 14. | Options previously granted to the Grantee under the Scheme | Nil |

In light of the above, the Board of the Company recommend the Special resolution as set out at Item no. 2.

**Place: Chennai**

**Date: October 14, 2026**

**By order of the Board**

**For Saksoft Limited**

MEERA VENKATRAMANAN

Digitally signed by MEERA VENKATRAMANAN
Date: 2026.10.15 13:23:47 +05'30'

**Meera Venkatramanan**

**Company Secretary and Compliance Officer**

**Membership No.: F9922**