

Accelerating Innovation



26th ANNUAL
REPORT
2022



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BOARD OF DIRECTORS



Sammidi Sreekanth Reddy
Chairman – Non-Executive Director



Jagadeesh Manupati
Managing Director

AC CSRC



K Pradeep Kumar Reddy
Executive Director & CFO



Kalva Satish Chander Reddy
Non-Executive Director



Nalamati Harimohan
Independent Director

AC NRC SRC CSRC



Kondrella Roopesh
Non-Executive Director



Keerthi Anantha
Independent Director

NRC SRC



Neelima Kaushik
Independent Director

AC NRC SRC CSRC



V. Venkat Ramana
Independent Director



K. V. Ramananda Rao
Independent Director

Audit Committee

AC

Nomination and Remuneration Committee

NRC

Chairperson



Stakeholders' Relationship Committee

SRC

CSR Committee

CSRC

Member



Board of Directors

Shri S. Sreekanth Reddy	Chairman - Non-Executive Director
Shri M. Jagadeesh	Managing Director
Shri K. Pradeep Kumar Reddy	Executive Director & CFO
Shri K. Satish Chander Reddy	Non-Executive Director
Shri K. Prasad	Independent Director (up to 04.02.2022)
Shri N. Hari Mohan	Independent Director
Shri K. Rakesh Rao	Independent Director (up to 06.10.2021)
Shri K. Ganesh	Independent Director (up to 04.02.2022)
Smt. Neelima Kaushik	Independent Director
Shri Kondrella Roopesh	Non-Executive Director (w.e.f 10.11.2021)
Smt. Keerthi Anantha	Independent Director (w.e.f 10.11.2021)
Shri V. Venkat Ramana	Independent Director (w.e.f 02.05.2022)
Shri K. V. Ramananda Rao	Independent Director (w.e.f 02.05.2022)

Company Secretary

Shri J.Raja Reddy

Auditors

M/s. T Mohan & Associates

Chartered Accountants (FR No.012482S)
3-6-237, Flat #606
Lingapur La Bulde Complex
Himayat Nagar, Hyderabad - 500 029

Bankers

Axis Bank Ltd.,
Banjara Hills Branch, Hyderabad

HDFC Bank Ltd.,
Lakdikapool Branch, Hyderabad

Registered Office

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

Corporate Identity Number

L72200TG1996PLC023823

Registrars and Share transfer agents

M/s. KFin Technologies Limited

Plot No. 31-32, Selenium Building
Tower - B, Gachibowli, Financial District
Nanakramguda, Serilingampally Mandal
Hyderabad - 500 032. Telangana

SAGARSOFT (INDIA) LIMITED

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

CIN: L72200TG1996PLC023823

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Members of Sagarsoft (India) Limited will be held on Monday, the 20th day of June, 2022 at 4:30 p.m. thorough Video Conference ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, approve and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Report of the Auditors thereon.

In this regard to pass the following resolution as an ordinary resolution:

"Resolved that the audited stand-alone financial statements of the Company for the year ended 31st March 2022 together with the reports of the Auditors and Directors thereon and the audited consolidated financial statements of the company for the year ended 31st March, 2022 together with the report of the auditors thereon be and are hereby received, considered, approved and adopted."

2. To declare dividend of Rs. 3.00 per share (30%) on the equity shares of the company for the financial year ended 31st March, 2022 and in this regard to pass the following resolution as an Ordinary Resolution:

"Resolved that a dividend of Rs.3.00 per share (30%) on the 63,92,238 equity shares of Rs.10/- each of the company be and is hereby declared for the financial year ended 31st March, 2022.

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

"Resolved that Shri S.Sreekanth Reddy (DIN: 00123889), who retires by rotation in accordance with section 152 of the Companies Act, 2013 be and is hereby re-appointed as a director liable to retire by rotation."

4. To re-appoint the retiring Director Shri K.Satish Chander Reddy (DIN: 02412539), who retires by rotation and

being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an Ordinary Resolution:

"Resolved that Shri K.Satish Chander Reddy (DIN: 02412539), who retires by rotation in accordance with section 152 of the Companies Act, 2013 be and is hereby re-appointed as a director liable to retire by rotation."

5. To appoint Auditors of the company and to fix their remuneration and in this regard, to pass, the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) be and are hereby appointed as the statutory auditors of the company to hold office for a period of five consecutive years, from the conclusion of this Annual General Meeting, till the conclusion of the 31st Annual General Meeting of the Company to be held in the calendar year 2027, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the said Auditors."

SPECIAL BUSINESS

6. Re-appointment of Shri M.Jagadeesh (DIN: 01590689) as Managing Director of the Company

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

"Resolved that in accordance with Sec.196, 197, 203 and other applicable provisions of the Companies Act, 2013, the rules made there under as amended or re-enacted from time to time, read with its Schedule V and subject to approvals, if any, as may be required from the Central Government and other authorities concerned, approval of the members be and is hereby accorded to the re-appointment of Shri M.Jagadeesh (DIN: 01590689) as Managing Director of the Company, for a period of three (03) years with effect from 01st August, 2021 on the following terms:

Tenure	Three years with effect from 01 st August, 2021
Salary	Rs.6,00,000/- p.m.
Commission	@ 2% on the Net profit of the Company as calculated under applicable sections of the Companies Act, 2013, for each financial year or a part thereof
Other Terms	
Nature of Duties	The Managing Director (MD) shall devote his time and attention to the business of the company and, subject to the superintendence, control and directions of the Board of Directors (Board), perform in the best interest of the company, such duties and exercise such powers as may be entrusted/assigned to him by the Board and or by any of its committee from time to time.
Termination of the appointment	The appointment may be terminated by either party giving to other party six months notice of such termination.

Resolved Further that in the event of loss or inadequacy of profits in any financial year during the tenure of Shri M.Jagadeesh as Managing Director, the above said remuneration be paid to him as the minimum remuneration under Section II (A) of Part II of Schedule V to the Companies Act, 2013.

Resolved Further that any member of the Board of Directors of the Company or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

7. Re-appointment of Shri K.Pradeep Kumar Reddy (DIN: 02598624) as Whole-time Director of the Company

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

"Resolved that In accordance with Sec.196, 197, 203 and other applicable provisions of the Companies Act, 2013, the rules made there under as amended or re-enacted from time to time, read with its Schedule V and subject to approvals, if any, as may be required from the Central Government and other authorities concerned, approval of the members be and is hereby accorded to the re-appointment of Shri K.Pradeep Kumar Reddy (DIN: 02598624) as Whole-time Director of the Company, for a period of three (03) years with effect from August 01, 2021 on the following terms:

Tenure	Three years with effect from 01 st August, 2021
Salary	Rs.6,00,000/- p.m.
Commission	@ 2% on the Net profit of the Company as calculated under applicable sections of the Companies Act, 2013, for each financial year or a part thereof.
Other Terms	
Nature of Duties	The Whole Time Director (WTD) shall devote his time and attention to the business of the company and perform such duties and exercise such powers as may be entrusted/assigned to him by the MD and or by the Board of Directors (Board) in the best interest of the company from time to time, subject to the superintendence, control and directions of the Board and or by any of its committee from time to time.
Termination of the appointment	The appointment may be terminated by either party giving to other party six months notice of such termination.

Resolved Further that in the event of loss or inadequacy of profits in any financial year during the tenure of Shri K.Pradeep Kumar Reddy as Whole Time Director, the above said remuneration be paid to him as the minimum remuneration under Section II (A) of Part II of Schedule V to the Companies Act, 2013.

Resolved Further that any member of the Board of Directors of the Company or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

8. Appointment of Mr. K.Roopesh (DIN: 06967708) as Non-Executive Director of the company.

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

“Resolved that pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (hereinafter referred as “the Act”) and the Companies (Appointment and Qualification 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. K. Roopesh (DIN: 06967708), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the company and liable to retire by rotation with effect from 10th November, 2021.”

9. Appointment of Mrs. Keerthi Anantha (DIN: 09379678) as an Independent Director of the company.

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 (hereinafter referred as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16(1)(b), 25(2A) and other 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), Mrs. Keerthi Anantha (DIN: 09379678), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold the said office for a term of five consecutive years with effect from 10th November, 2021.”

10. Appointment of Sri.K.V.Ramananda Rao (DIN: 09170522) as an Independent Director of the Company

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 (hereinafter referred as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16(1)(b), 25(2A) and other 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), Sri.K.V.Ramananda Rao (DIN: 09170522) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold the said office for a term of five consecutive years with effect from 02nd May, 2022.”

11. Appointment of Sri.V.Venkat Ramana (DIN:09587429) as an Independent Director of the Company

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 (hereinafter referred as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16(1)(b), 25(2A) and other 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), Sri V. Venkat Ramana (DIN:09587429), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold the said office for a term of five consecutive years with effect from 02nd May, 2022.”

12. Appointment of and Remuneration payable to Mr. K.Roopesh as President of IT CATS LLC, USA, a wholly owned subsidiary of the Company.

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

“Resolved that pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of Regulation 23 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment, modification or re-enactment

thereof), consent of the members of the Company be and is hereby accorded for appointment and payment of remuneration to Mr. K.Roopesh, Director of the Company holding DIN: 06967708, for holding office or place of profit as President of IT CATS LLC, USA, a wholly owned subsidiary of the Company, on such terms and conditions as may be decided by IT CATS LLC, USA, provided however that the aggregate amount of remuneration (inclusive of salary, perquisites, allowances, incentives, bonuses, retirement benefits, insurance, other facilities etc.) shall not exceed Rs.225.00 Lakhs (USD 3,00,000) per annum plus 2% Commission on the net profits of IT CATS LLC, USA.

Resolved further that the Board of Directors or Company Secretary be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

By Order of the Board of Directors

Hyderabad
May 20, 2022

J. Raja Reddy
Company Secretary
M.No. A31113

Registered Office:

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

NOTES:

1. This AGM is convened through Video Conferencing ("VC")/Other Audio-Visual Means("OAVM") pursuant to General Circular number 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 20/20 dated 05.05.2020, 28/2020 dated 17.08.2020, 02/2021 dated 13.01.2021, 19/2021 dated 08.12.2021, 21/2021 dated 14.12.2021 and 02/2022 dated 05.05.2022 issued by the Ministry of Corporate Affairs (MCA) which allows the companies to hold the Annual General Meeting of companies through Video Conferencing or Other Audio Visual Means ("VC / OAVM"), without the physical presence of the Members at a common venue.
2. In compliance with applicable provisions of the Companies Act, 2013 ("Act") read with the MCA Circulars and SEBI Circulars, the 26th Annual General Meeting of the Company is being conducted through Video Conferencing or Other Audio Visual Means ("VC / OAVM") (hereinafter referred to as "AGM" or "e-AGM"). In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the e-AGM.
3. e-AGM: The Company has appointed M/s KFin Technologies Limited ("KFIN"), Registrar and Transfer Agent of the Company, as the authorized agency to provide the VC/ OAVM facility for conducting AGM electronically and for voting through remote e-voting or through e-voting at the e-AGM.
4. Pursuant to the provisions of the Act, normally, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Further as per the MCA Circulars and SEBI Circular the facility for appointment of proxies by the Members will not be available for the e-AGM.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote either through remote e-voting or during the e-AGM. The said Resolution/ Authorization should be sent electronically through their registered email address to the Scrutinizer at cs@bssandassociates.com with a copy marked to evoting@kfintech.com and company's email id at info@sagarsoft.in

6. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the special business under Item No's. 6 to 12 of the accompanying Notice, is given in the Annexure-1. The Board of Directors of the Company at its meeting held on 16th May, 2022 considered all the businesses mentioned in the notice of the AGM as being unavoidable, and needed to be transacted at the 26th AGM of the Company.
7. The relevant details required to be given under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment / re-appointment at this AGM are given in the Annexure-2.
8. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is KFin Technologies Limited having office at Selenium Building, Tower B, Plot number 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana - 500032.
9. **Attendance at the e-AGM:** Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin Technologies Limited. Members may access the same at <https://evoting.kfintech.com> by clicking "e-AGM - Video Conference & Streaming" and access the shareholders'/ members' login by using the remote e-voting credentials which shall be provided as per Note No.20 below. Kindly refer to Note No.19 below for detailed instructions for participating in the e-AGM through Video Conferencing.
10. The Members can join the e-AGM 15 minutes before the meeting or within 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
11. As per the MCA Circular, facility of joining the e-AGM through VC/OAVM shall be available for 1000 members on a first-come-first-served basis. However, this restriction shall not apply to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
12. A member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance of such member for the e-AGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
13. Remote e-Voting: Pursuant to the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through Company's Registrar and Transfer Agent KFin Technologies Limited. Kindly refer Note No.20 below for detailed instruction for remote-voting.
14. **Voting during the AGM:** Members who are present at the e-AGM through VC and have not cast their vote on resolutions through remote e-voting, may cast their vote during the e-AGM through the e-voting system provided by KFin Technologies Limited in the Video Conferencing platform during the e-AGM. Kindly refer Note No.21 below for instruction for e-voting during the AGM.
15. The Company has fixed 13th June, 2022 as the cut-off date for identifying the Members who shall be eligible to vote through remote e-voting facility or for participation and voting in the e-AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to vote on the resolutions through the facility of Remote e-Voting or participate and vote in the e-AGM.
16. The Register of Members and Transfer Book of the Company will be closed from 14th June, 2022 to 20th June, 2022 (both days inclusive).
17. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the e-AGM along with the Annual Report for the financial year ended on 31st March, 2022 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice calling the AGM and the Annual Report has been uploaded on the website of the Company at www.sagarsoft.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The same is also available on the website of KFin Technologies Limited at their website address <https://evoting.kfintech.com>.
18. **Procedure for registering the email addresses and obtaining the Annual Report, e-AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case the shareholders holding shares in physical form).**
 - i. Those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
 - b. Members holding shares in physical form may register their email address and mobile number