



## Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of the members of S A Tech Software India Limited [Formerly known as S A Tech Software India Private Limited] will be held on Friday, 28th day of February 2025 at 10:00 A.M. (IST) via Video Conference (VC/OAVM )Facility at deemed venue the registered office of the Company - Off No. D-6030, 6th Floor Solitaire Bus. Hub Viman Nagar, Pune 411014 to transact the following businesses:

### SPECIAL BUSINESS

#### ITEM NO.1

#### **TO SELL, TRANSFER, CONVEY, ASSIGN OR OTHERWISE DISPOSE OF THE COMPANY'S UNDERTAKING/IMMOVABLE PROPERTY/IES AT LODHA ALLURA THE PARK, LOWER PAREL, MUMBAI and OFFICE SPACE AT SOLITAIRE BUSINESS HUB, VIMAN NAGAR, PUNE**

To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT**, pursuant to the provisions of Section 180(1)(a) and Section 100 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution)

1. to sell, or otherwise dispose of the Company's immovable property as the case may be, in particular the residential flat of 853 sq. meters at LODHA ALLURA THE PARK with building, structures, rights and fixtures thereon located at Pandurang Budhrak Marg, Lower Parel Mumbai MH 400013 as may be determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company. (hereinafter referred to as **Property 1**)
2. to sell, or otherwise dispose of the Company's immovable property as the case may be, in particular the residential flat of 144.24 sq. meters in D wing office no. 6030 at SOLITIARE BUSINESS HUB with building, structures, rights and fixtures thereon located at Viman

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|Contact: 9922154599 | email: [info@satincorp.com](mailto:info@satincorp.com) | website: [www.satincorp.com](http://www.satincorp.com) |



Nagar, Pune as may be determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company (hereinafter referred to as **Property 2**)

**RESOLVED FURTHER** that the Board be and is hereby authorized to do and perform all such acts, matters deeds and things as may be necessary, without further referring the matter to the members of the Company, including finalizing the suitable purchaser(s), developer as the case may be, of the said property, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, lease deeds, sale deed, agreement for sale, development agreement, TDR Sale agreements, deeds of conveyance and irrevocable powers of attorney etc. and such other document(s) as may be necessary or expedient in its own discretion and in the best interest of the Company, including the power to delegate, to give effect to this resolution.

**RESOLVED FURTHER** that the Board and KMP of the Company be and is hereby authorized to do all such acts, deeds and things, to execute all such forms, filings to statutory bodies (if required), documents, instruments and writings as may be required to give effect to this Resolution.”

## **ITEM NO.2**

### **TO INCREASE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF MEMORANDUM OF ASSOCIATION**

To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder and Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 14,00,00,000/- (Rupees Fourteen Crores Only) divided into 1,40,00,000 (One Crore Forty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty-Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each and be subject to shareholders approval.

**RESOLVED FURTHER THAT** the increased Authorized Equity Share Capital shall rank pari-passu in all respect with the existing Equity Shares of the Company

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, and Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and state the following: -

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***“V(a): The Authorized Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty-Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each with power to increase, reduce, reorganize, consolidate, divide and/or sub-divide the share capital and re-classify them into several classes and attach thereto respectively, such preferential, priority, deferred, qualified or special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital, distribution of assets or otherwise, as may be determined in accordance with the laws, rules, regulations or resolutions of the Company or provided for in the Articles of Associations of the Company.”***

**RESOLVED ALSO THAT** any of the Director(s) or KMP(s) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**BY THE ORDER OF THE BOARD**

**For S A Tech Software India Limited  
(Formerly known as S A Tech Software India Private Limited)**

**Sd/-  
Priyanka Joshi  
Director  
DIN: 09302795  
PLACE: Pune**



## NOTES:

1. Pursuant to the Circular No.09/2023 dated September 25,2023 read together with Circular No.11/2022 dated December 28, 2022, Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated December 28, 2022, April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Bigshare Service Pvt Ltd to facilitate voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by Bigshare.
6. The Notice calling the EGM has been uploaded on the website of the Company at [www.satincorp.com](http://www.satincorp.com) The Notice can also be accessed from the websites of the Stock Exchange National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the EGM Notice is also available on the website of Bigshare (agency for providing the Remote e- Voting facility) i.e. <https://ivote.bigshareonline.com>.

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7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. Since the EGM will be held through VC/OAVM, the route Map is not annexed to this notice.

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**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- i. The voting period begins on Monday 24<sup>th</sup> February 2025 at 9:00 AM (IST) and ends on Thursday 27<sup>th</sup> February 2025 at 5:00 PM (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21<sup>st</sup> February 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. 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.

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1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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 <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website 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 i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b></li> </ol>

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	<p>website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<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 or joining virtual meeting &amp; voting during the meeting.</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
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.</p>

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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](mailto:evoting@nsdl.co.in) or call at toll free no.: 1800 1020 990 and 1800 22 44 30

## **2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

### **Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to

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confirm, else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote.

- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on investor portal.

### **3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET’.

*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

### **Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, Bigshare E-voting system page will appear.

### **Investor Mapping:**

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
    - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
    - Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

### **Investor vote File Upload:**

- To cast your vote select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.

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- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

**Helpdesk for queries regarding e-voting:**

<b>Login type</b>	<b>Helpdesk details</b>
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

**4. Procedure for joining the AGM/EGM through VC/ OAVM:**

**For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “**VC/OAVM**” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**The instructions for Members for e-voting on the day of the AGM/EGM are as under:-**

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

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**Helpdesk for queries regarding virtual meeting:**

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22.

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CIN: L72900PN2012FTC145261

| Reg Off: Off No. D-6030, 6th Floor Solitaire Bus Hub, Viman Nagar, Pune 411014 MH India |

| Contact: 9922154599 | email: [info@satincorp.com](mailto:info@satincorp.com) | website: [www.satincorp.com](http://www.satincorp.com) |



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

1. A statement setting out the material facts in the nature of concern of interest, financial or otherwise of every Director and the manager and every other key managerial person and relative.

2. Information and facts to enable members to understand the meaning, scope and implications of the items of business and to take decisions thereon: -

None of the Director of the Company or their respective relative is concerned or interested, financial or otherwise, in passing of the above-mentioned resolutions.

**Item no. 1**

**TO SELL, TRANSFER, CONVEY, ASSIGN OR OTHERWISE DISPOSE OF THE COMPANY'S UNDERTAKING/IMMOVABLE PROPERTY/IES AT LODHA ALLURA THE PARK, LOWER PAREL, MUMBAI AND OFFICE SPACE AT SOLITAIRE BUSINESS HUB, VIMAN NAGAR, PUNE**

The Company seeks the approval of the shareholders for the sale of below mentioned Properties :

**Property 1 :**

<b><i>RESIDENTIAL FLAT SITUATED AT LODHA ALLURA PARK, LOWER PAREL, MUMBAI</i></b>	
<b>Buyer:</b>	Post approval of Members
<b>Sale Price:</b>	Rs. 5 cr (approx.)
<b>Date of Agreement:</b>	Post approval of Members' the agreement shall be executed
<b>Reason for Sale:</b>	<b>1)Non-utilization of Current Property:</b> <ul style="list-style-type: none"><li>• The Company's current flat is not being used for its operational purposes at this time.</li></ul> <b>2)Plan for Expansion:</b> <ul style="list-style-type: none"><li>• The Company plans to expand its operations by increasing its workforce in Pune, thereby requiring larger space in the city.</li></ul> <b>3)Purchase of Additional Property:</b> <ul style="list-style-type: none"><li>• In line with the expansion, the Company intends to acquire</li></ul>

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	<p>additional property or properties in Pune.</p> <ul style="list-style-type: none"> <li>The total consideration for such acquisition(s) shall be up to Rs. 15 Crores (Fifteen Crores Only)</li> </ul> <p><b>4)Investment Considerations:</b></p> <ul style="list-style-type: none"> <li>The planned purchase will allow the Company to keep its investments intact while facilitating growth.</li> </ul> <p><b>5)Loan Authorization:</b></p> <ul style="list-style-type: none"> <li>The Company has the authority to avail a loan of up to Rs. 10 Crores (Ten Crores Only) in connection with the transaction for the purchase of the property and may avail the same as and when required. The authority to avail loans is granted pursuant to the Special Resolution passed on June 4, 2024, which establishes an upper limit threshold for loan acquisition.</li> </ul> <p><b>6)Impact on Business Operations:</b></p> <ul style="list-style-type: none"> <li>This sale and purchase transaction will not adversely affect the normal course of business.</li> <li>On the contrary, it is expected to assist in the expansion of the Company's operations, while simultaneously maintaining the integrity of its investments.</li> </ul> <p><b>7) Approval and Transparency:</b></p> <ul style="list-style-type: none"> <li>The shareholders are being informed of the Company's plans and potential financial arrangements in accordance with the regulatory and corporate governance requirements.</li> </ul>
<p><b>Terms and Conditions:</b></p>	<p>The terms of the sale shall be thoroughly reviewed and negotiated by the Board and will be finalized upon shareholders' approval.</p>



**Property 2:**

<b>OFFICE SPACE AT SOLITAIRE BUSINESS HUB, VIMAN NAGAR, PUNE</b>	
<b>Buyer:</b>	Post approval of Members
<b>Sale Price:</b>	Rs. 2.2 cr (approx.)
<b>Date of Agreement:</b>	Post approval of Members' the agreement shall be executed
<b>Reason for Sale:</b>	<p><b>1) Insufficiency of Current Property:</b></p> <ul style="list-style-type: none"><li>The Company's current office space lacks the adequacy to meet its growing demand.</li></ul> <p><b>2) Plan for Expansion:</b></p> <ul style="list-style-type: none"><li>The Company plans to expand its operations by increasing its workforce in Pune, thereby requiring larger space in the city.</li></ul> <p><b>3) Purchase of Additional Property:</b></p> <ul style="list-style-type: none"><li>In line with the expansion, the Company intends to acquire additional property or properties in Pune.</li><li>The total consideration for such acquisition(s) shall not exceed Rs. 15 Crores (Fifteen Crores Only).</li></ul> <p><b>4) Investment Considerations:</b></p> <ul style="list-style-type: none"><li>The planned purchase will allow the Company to keep its investments intact while facilitating growth.</li></ul> <p><b>5) Loan Authorization:</b></p> <ul style="list-style-type: none"><li>The Company has the authority to avail a loan of up to Rs. 10 Crores (Ten Crores Only) in connection with the transaction for the purchase of the property and may avail the same as and when required. The authority to avail loans is granted pursuant to the Special Resolution passed on June 4, 2024, which establishes an upper limit threshold for loan acquisition.</li></ul>

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	<p><b>6) Impact on Business Operations:</b></p> <ul style="list-style-type: none"> <li>• This sale and purchase transaction will not adversely affect the normal course of business.</li> <li>• On the contrary, it is expected to assist in the expansion of the Company's operations, while simultaneously maintaining the integrity of its investments.</li> </ul> <p><b>7) Approval and Transparency:</b></p> <ul style="list-style-type: none"> <li>• The shareholders are being informed of the Company's plans and potential financial arrangements in accordance with the regulatory and corporate governance requirements.</li> </ul>
<p><b>Terms and Conditions:</b></p>	<p>The terms of the sale shall be thoroughly reviewed and negotiated by the Board and will be finalized upon shareholders' approval.</p>

Hence, members of the Company are requested to give their approval to sell undertaking/immovable property/ies at Lodha Allura the Park, Lower Parel, Mumbai and office space situated at D wing 6030 at Solitaire Business Hub, Viman Nagar, Pune and required.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No.1.

The Board recommends the resolution to be passed as a **SPECIAL RESOLUTION**.

**Item No. 2**

**TO INCREASE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF MEMORANDUM OF ASSOCIATION**

The present Authorised Share Capital of the Company is Rs. 14,00,00,000/- (Rupees Fourteen Crores Only) divided into 1,40,00,000 (One Crore Forty Lakh) equity shares of Rs. 10/- (Rupees Ten) each.

Considering the growth of the Company and future prospects, the Company aims at expanding its business operations and services. To continue the steady growth and development of the Company, more capital infusion may be required by the Company in the near future. Considering all the prospects it was observed that the Company is having an

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Authorized Share Capital of Rs. 14 crores and paid-up equity capital of Rs. 13.05 crores as on date. Therefore, the Board at its Meeting held on 21st January 2025, had accorded its approval for increasing the Authorised Share Capital from Rs. 14,00,00,000/- (Rupees Fourteen Crores Only) divided into 1,40,00,000 (One Crore Forty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each, subject to shareholders approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 14,00,00,000/- (Rupees Fourteen Crores Only) to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) by creation of 10,00,000 (Ten Lakh) additional equity shares of Rs.10/- each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company. Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members through Ordinary Resolution. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided by the Companies Act, 2013 in regard to inspection of Documents.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The Board recommends the resolution to be passed as a **ORDINARY RESOLUTION**

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**STATEMENT AS PER SECTION 60 OF THE COMPANIES ACT 2013**

*(Details of existing authorised, subscribed and paid-up capital of the Company)*

<b>Sr. No</b>	<b>Particulars</b>	<b>Amount</b>
1.	Authorized Capital	14,00,00,000
2.	Issued Share Capital	13,05,72,810
3.	Subscribed Capital	13,05,72,810
4.	Paid up Capital	13,05,72,810

**BY THE ORDER OF THE BOARD**

**For S A Tech Software India Limited**

**(Formerly known as S A Tech Software India Private Limited)**

**Sd/-**

**Priyanka Joshi**

**Director**

**DIN: 09302795**

**DATE: 05/02/2025**

**PLACE: Pune**

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