

NOTICE

Notice is hereby given that the **THIRTY-EIGHT (38th) ANNUAL GENERAL MEETING OF THE MEMBERS OF SAGAR SYSTECH LIMITED (THE "COMPANY")** will be held on **MONDAY, THE 27th JUNE, 2022 at 12.30 p.m.** at Café Ista, 12-A/1, New Sion Co-op. Hsg. Soc. Ltd., Sion – west, Mumbai – 400022 to transact the following business:

ORDINARY BUSINESS: -

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2022:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Report of the Board of Directors and the Auditors thereon.

2. APPOINTMENT OF A DIRECTOR:

To appoint a director in place of Mr. Mukesh Babu (DIN: 00224300) as Director, who retires by rotation and being eligible offers himself for re-appointment.

3. RE-APPOINTMENT OF AUDITOR

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013(the Act), as amended by the Companies (Amendment) Act, 2017 read with the Companies (Audit and Auditors) Rules, 2014 as amended by the Companies (Audit and Auditors) Amendment Rules, 2018 and pursuant to the recommendation made by the Audit Committee and the Board of Directors , M/s. Shah, Shah & Shah, Chartered Accountants (Firm Registration No116457W) be and is hereby re-appointed as Statutory Auditor of the company for the period of Five (5) years from the conclusion of Thirty Eighth (38) Annual General Meeting till the conclusion of Forty third (43) Annual General Meeting of the Company to be held for the financial year 2026-2027 without any requirement of further ratification by the members every year and on such remuneration plus applicable taxes, out of pocket expenses, etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:-

4. INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY

To Consider and, if thought fit, to pass with or without modification(s), the following as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, including any statutory modification(s) thereof, the Authorised share capital of the Company be increased from Rs. 50,00,000/- (Rupees Fifty Lakhs Only) divided into 5,00,000 (Five Lakh) Equity shares of Rs. 10/- (Rupees Ten Only) each to Rs.1,00,00,000/-(Rupees One Crores Only) divided into 10,00,000 (Ten Lakh) Equity shares of Rs. 10/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to do all such acts, deeds and things as may be necessary and incidental for giving effect to this Resolution including filing of all forms, documents with Registrar of Companies and for all the matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other officer of the Company."

5. **ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION 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 13, 61 and 64 of the Companies Act, 2013 the existing Clause V of the Memorandum of Association is substituted by the following figures and words namely:

"The Authorised Share Capital of the Company is Rs.1,00,00,000/- (One Crores Only) divided into 10,00,000 (Ten Lakh) Equity shares of Rs.10/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to do all such acts, deeds and things as may be necessary and incidental for giving effect to this Resolution including filing of all forms, documents with Registrar of Companies and for all the matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other officer of the Company."

**By Order of the Board of Directors
For Sagar Systech Limited**

**Place: Mumbai
Date: 27th May, 2022**

**Sd/-
Umesh Patil
Company Secretary**

**Registered Office:
Sagar Systech Limited,
12-A/1, New Sion
Co-Op. Hsg. Soc. Ltd., Sion - West,
Mumbai - 400022**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. (a) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The proxy form, to be valid and effective, should be lodged with the Company at its Registered Office, duly stamped, completed and signed, not less than 48 (forty-eight) hours before the commencement of the meeting

- (b) Corporate members of the Company are requested to send duly certified copy of the Board Resolution in terms of Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote at the Meeting
- (c) In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- (d) A proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.
3. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2021-2022 is being sent only by electronic mode to those Members whose email addresses are registered with the Company / Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2021-2022 will also be available on the Company's website, www.sagarsystech.com, website of the Stock Exchanges BSE Limited at www.bseindia.com and website of RTA www.linkintime.co.in.
4. The Notice of Annual General Meeting and the Annual Report have being sent via email to all those members who have registered their email ids with the Company or the Registrar and Transfer Agent or the Depositories or the Depository Participants. Those Members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:
- I. Those Members who have registered/not registered their mail address and mobile nos. Including address and bank details may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with Registrar and Transfer Agents Link Intime India Pvt. Ltd in case the shares are held in physical form.
- II. Members may also visit the website of the Company www.sagarsystech.com or the Website of **link Intime** at <https://evoting.linkintime.com/> for downloading the Annual Report and Notice of the AGM.
- III. Alternatively, Members may send an e-mail request to the email id insta.vote@linkintime.co.in along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio.
5. Every member entitled to vote at a meeting of the company or on any resolution to be moved thereat, shall be entitled during the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the Company.
6. Members/ Proxies/ Authorised Representatives should bring the enclosed attendance slip duly filled in, for attending the Meeting. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
7. Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI'), information in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is furnished as an Annexure to the Notice.

8. Relevant documents referred to in the Notice and the Explanatory Statement pursuant to Section 102 of the Act, are open for inspection at the Registered Office of the Company during normal business hours on working days, except Saturdays, Sundays and other holidays between 11.00 A.M. to 4.00 P.M. up to the date of the Annual General Meeting and also at the venue of the ensuing Annual General Meeting.
9. The Register of Directors' and Key Managerial Personnel's Shareholdings maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 are open for inspection at the Registered Office of the Company during the office hours on all working days, between 11.00 a.m. and 4.00 p.m. up to the date of the Annual General Meeting and will be open for inspection during the Annual General Meeting also.
10. The Register of Members and the Share Transfer Books of the Company will remain closed from 18th June 2022 to 27th June 2022 (both days inclusive).
11. Members are requested to :
 - (i) Expeditiously intimate change of address, if any, to the Company/Registrar and Share Transfer Agents quoting reference to their Registered Folio Number.
 - (ii) Write to the Company for any information about accounts at least 10 days in advance of the Annual General Meeting.
12. Members holding shares in electronic share accounts are requested to notify immediately any change in their Bank account details, addresses, nomination, PAN, e-mail address etc. to their Depository Participants (DPs) quoting Client ID Number. Members holding shares in physical form are requested to notify above particulars to M/s. Link Intime India Private Limited, the Company's Registrars and Transfer Agents quoting Folio No.
13. Nomination Facility: The Members holding the shares in physical form may obtain the Nomination Form from the Company's Registrar & Share Transfer Agent.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit the PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical mode may submit their PAN details to the Company or Registrar and Share Transfer Agents Link Intime India Pvt. Ltd.
15. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies of Annual Report to the Meeting.
16. Proxy Form is annexed. Members are requested to affix their signature at the space provided and hand over the same at the entrance to the place of meeting.
17. To support the 'Green Initiative', members who have not registered their e-mail address so far are requested to register the same for receiving all communication including Annual Report, Circulars etc. from the Company electronically.
18. Electronic copy of the Notice of the 38th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/depository participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copy of the Notice along with Attendance Slip and Proxy Form is being sent.

19. Members may also note that the Notice for the 38th Annual General Meeting and the Annual Report for the financial year 2021-2022 will be available on the Company's website <http://www.sagarsystech.com>
20. Members desirous of getting any information in respect of the contents of the Annual Report are requested to forward the same to the Company Secretary at least 10 days prior to the AGM so that the required information can be made available.
21. The Members are requested to dematerialize their shares with their Depository Participants as the Company's Shares are traded compulsorily under demat mode on the Stock Exchange.
22. Members are hereby informed that pursuant to the SEBI Circular relating to 'Amendment to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandating transfer of securities in dematerialized form with a depository', shares are to be transferred only in demat form. The amendment does not prohibit the investor from holding the shares in physical form, investor has the option of holding shares in physical form but any investor, who is desirous of transferring shares (which are held in physical form) after 1st April, 2020 can do so only once after the shares are dematerialized.
23. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the Members using an electronic voting system ('remote e-voting') will be provided by Link Intime India Private Limited (LI IPL).
24. The facility for casting vote through polling paper shall be made available at the Meeting and the Members attending the meeting who have not already cast their vote by remote e-voting shall ONLY be able to exercise their voting right at the meeting.
25. The Members who had cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. 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 name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nSDL.com> either on a personal computer or on a mobile. Once the home page of e-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 i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Existing users who have opted for Easi / Easiest, can login through their 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 are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in 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 provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
 3. 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 name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders/ members holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.co.in or call at toll free no. 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders are having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participant’s website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Other Instructions:

- I. The e-voting period begins on Thursday the **23rd June, 2022** at 10.00 A.M. and ends on Sunday, the **26th June, 2022 at 5.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) **17th June, 2022** may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited (LI IPL) for voting thereafter. Once the vote on a resolution is cast and confirmed by the Member, he/she shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the company. When a member produces his/her attendance slip at the venue of the annual general meeting, a ballot paper will be given to the member, if he/she has not cast his/her vote through remote e-voting. The Member can cast his/her vote in the course of the annual general meeting by using the ballot paper.
- II The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on **17th June, 2022.**
- III. Mr. V. V. Chakradeo, Practicing Company Secretary (Membership No. FCS3382; COP No.1705), has been appointed as the Scrutinizer to conduct the e-voting process in a fair and transparent manner.
- IV. The scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company.
- V. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sagarsystech.com within two days of the passing of the resolutions at the 38th (**Thirty-Eight**) AGM of the Company on 27th June, 2022 and communicated to BSE Limited where the shares of the Company are listed.
- VI. The resolutions shall be deemed to be passed on the date of Annual General Meeting of the Company, subject to receipt of sufficient votes.

Contact Details:

Company	M/s. SAGAR SYSTECH LIMITED CIN: L65990MH1984PLC032779 Reg. Office: 12-A/1, New Sion Co-op. Hsg. Soc. Ltd. Sion-west, Mumbai - 400022. Tel. NO. 022-24073836, Fax No. 022-24082687 Email ID: info@sagarsystech.com
Registrar and Share Transfer Agent	M/s. Link Intime India P. Ltd. C-101, 247 Park, L.B.S. Marg, Vikhroli - West, Mumbai - 400083. Tel: 022-25963838, Fax: 022-25946969 Email ID: rnt.helpdesk@linkintime.co.in
Scrutinizer	CS: V.V. Chakradeo (Practicing Company Secretary) Email ID: vvchakra@gmail.com

Detailed profile of Director seeking re-appointment in the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of the Director	Mr. Mukesh Babu (DIN: 00224300)
Date of Birth	17 th November, 1955, 67 years
Qualifications	C.A, B.Com.
Expertise in specific functional areas	Stocks & Shares, Investment Banking & Merchant Banking
Experience	Over 4 decades
Directorship in Other Companies (excluding Foreign and Section-8 Companies) as on 31st March 2022	1. Mukesh Babu Securities Limited 2. Mukesh Babu Financial Services Limited -MD 3. Mukesh Babu Management Consultants Private Limited 4. Mukesh Babu Stock Broking Private Limited 5. Rushil Industries Limited 6. Rushil Recycling Private Limited 7. Rushil Enterprises Limited 8. Ashtavinayak Infra Tech Private Limited
Other Companies in which Committee membership/ chairmanship held	Member of Audit Committee, Stakeholders Relationship Committee, CSR committee and Chairman of Board of Mukesh Babu Financial Services Limited.
No. of shares held in the Company as on 31st March, 2022	1,20,000 (37.50%)
Relationship with other Directors and/or other KMPs	Husband of Mrs. Meena Mukesh Babu –Managing Director of the Company

For other details such as number of Meetings of the Board attended during the year and remuneration of appointed Directors, please refer to the Directors Report.

**By Order of the Board of Directors
For Sagar Systech Limited**

Place: Mumbai
Date: 27th May, 2022

**Umesh Patil
Company Secretary**

Registered Office:
Sagar Systech Limited,
12-A/1, New Sion
Co-Op. Hsg. Soc. Ltd., Sion – West,
Mumbai – 400022

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

As required under Section 102(1) of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special business mentioned under Item Nos. 4 and 5 of this Notice

Item No. 4 & 5

The Board of Directors is considering various options to raise funds. It is therefore proposed to increase the Authorised capital of the company. Currently, the Authorised Share Capital as per the Memorandum of Association (“MOA”) does not have adequate headroom, therefore, the Authorised Share Capital of the Company needs to be increased from existing Rs.50,00,000/- (Rupees fifty Lakhs Only) divided into 5,00,000 (Five lakhs) Equity shares of Rs. 10/- (Rupees Ten Only) each to Rs.1,00,00,000/- (One Crores Only) divided into 10,00,000 (Ten Lakhs) Equity shares of Rs. 10/- (Rupees Ten Only) each , by creation of additional Rs. 50,00,000/- (Rupees Fifty Lakhs only) divided into 5,00,000 (Five Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each ranking pari passu with the existing equity shares in all respects, to create adequate headroom for considering the said fund raising.

Consequently, the Capital Clause V of the Memorandum of Association of the Company requires to be altered which requires members approval. Therefore, approval of the Members of the Company is being sought by way of special resolution for the alteration of the Capital Clause of the Memorandum of Association of the Company.

The draft amended copy of the Memorandum of Association of the Company is available for inspection at the Registered Office of the Company on all working days between 10:00 a.m. to 1:00 p.m. The Board commends the Special Resolutions set out at Item No. 4 and 5 of the Notice for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is concerned or interested in the above said resolution, except as a member of the Company.

**By Order of the Board of Directors
For Sagar Systech Limited**

**Place: Mumbai
Date: 27th May, 2022**

**Sd/-
Umesh Patil
Company Secretary**

***Registered Office:
Sagar Systech Limited,
12-A/1, New Sion
Co-Op. Hsg. Soc. Ltd., Sion - West,
Mumbai - 400022***