

BANGALORE SOFTSELL LIMITED

CIN: U85110KA1986PLC008020

Address: No.334/22, 1st Floor, 1st Main, 41st Cross, 8th Block Jayanagar Bangalore 560082

E-mail: sragothaman@bangaloresoftsell.com, Phone No: 080 4110 4111

Notice to AGM

NOTICE is hereby given that the 37 Annual General Meeting of the Members of Bangalore Softsell Limited ("the Company") will be held on Wednesday, September 25, 2024 at 10:00 a.m. (IST) through Video Conferencing ("VC"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial year ended March 31, 2024, including the audited Balance Sheet as at March 31, 2024, the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint Mr. S. Ragothaman (DIN. 00026750), who retires by rotation as a director, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

SPECIAL BUSINESS:

3. Regularization of Additional Director, Mr. Prashanth Raikar (DIN: 10611617) as Director

To consider and, if thought fit, to pass with or without modification, the following resolution as Special Resolution:

"RESOLVED THAT Mr. Prashanth Raikar (DIN: 10611617), who was appointed as an Additional Director who holds office upto the date of this Annual General Meeting in terms of Section of the Company by the Board of Directors with effect from May 27, 2024 under Section 161(1) of the Companies Act, 2013 (the "Act") and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

4. To approve the change of designation of Ms. Usha Prashant Raikar (DIN: 00046371) from the post of Whole Time Director to Managing Director

To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or reenactment(s) thereof for the time being in force), consent of the members be and is hereby accorded for the change of the designation of Ms. Usha Raikar (DIN: 00046371) from Whole Time Director to Managing Director of the company with effect from 26th September 2024 for 5 years at remuneration and terms and conditions specified annexed to the notice of this meeting.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Managing Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time, subject to Schedule V of the Act, shall be paid as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

5. To approve the change of designation of Mr. S Ragothaman (DIN: 00026750) from the post of Managing Director to Executive Director

To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 197 and read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or reenactment(s) thereof for the time being in force), consent of the members be and is hereby accorded for the change of the designation of Mr. S Ragothaman (DIN: 00026750) from Managing Director to Executive Director of the company with effect from 26th September 2024 on the terms & conditions including remuneration as agreed between the board of Directors and Mr. S Ragothaman.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time, subject to Schedule V of the Act, shall be paid as minimum remuneration.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any of the Directors of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

By Order of the Board of Directors

For Bangalore Softsell Limited

S Ragothaman

Managing Director

July 22, 2024

Registered Office: 334/22 41 Cross Jayanagar 8 Block Bangalore 560070.

Tel 080 41104111 Website: www.bangaloresoftsell.com

Mail ID mail@bangaloresoftsell.com CIN: U85110KA1986PLC008020

NOTES:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means, without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC. The deemed venue for the AGM shall be the Registered Office of the Company.

2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.

3. Since the AGM will be held through VC, the route map of the venue of the Meeting is not annexed hereto.

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

Item No. 03:

Mr. Prashant Premanand Raikar (DIN: 10611617) who was first inducted to the Board at the Board Meeting held on 27th May 2024 as the Additional Director. In terms of Section 161(1) of the Companies Act, 2013, Prashant Premanand Raikar can hold office only up to the date of the ensuing Annual General Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company and also the consent in Form DIR-2 from Mr. Prashant Premanand Raikar. The Board is of the opinion that the appointment and presence of Mr. Prashant Premanand Raikar on the Board will be desirable, beneficial and in the best interest of the Company.

The Board recommends the resolution set out in item no. 3 of the accompanying Notice for approval and adoption of the Members. A copy of the Board Resolution to Mr. Prashant Premanand Raikar will be available for inspection between 11.00 a.m. to 01.00 p.m. on all working days (Monday to Friday) at the Registered Office of the Company.

Mr. Prashant Premanand Raikar being appointee, Mr. S Ragothaman and Ms. Usha Prashant Raikar are interested in the resolution.

Item No. 04.

To approve the change of designation of Ms. Usha Prashant Raikar (DIN: 00046371) from the post of Whole Time Director to Managing Director.

The company received a letter from Ms. Usha Prashant Raikar (DIN: 00046371), expressing her intention to resign from the post of Whole Time Director, along with a consent letter to be appointed as Managing Director. The change in designation was approved by the Board in the meeting held on 22nd July 2024, effective from 26th September 2024, for a term of 5 years, subject to the approval of the members at the upcoming general meeting.

Ms. Usha Prashant Raikar has about 26 years of rich and varied experience in IT sectors and has been involved in the operations of the Company, it would be in the interest of the company to continue the employment of Ms. Usha Prashant Raikar and promote her to the post of Managing Director.

Subject to the ceiling limits laid down in Section 197 of the Companies Act, 2013, and in accordance with the provisions of Schedule V to the Companies Act, 2013, the Company shall pay the Managing Director remuneration for her services as Managing Director, effective from 26th September 2024, as follows

- a. Basic Salary: Rs. 2,50,000 (Rupees Two lakh fifty Thousand only) per month, with such increment(s) as may be decided by Board of Directors of the Company.
- b. She shall be entitled to the perquisites, benefits, and allowance as may be decided by Board from time to time;
- c. In addition to above, she shall be entitled for Company's contribution to Provident Fund, leave encashment and payment of gratuity as per the HR Policy of the Company;
- d. The sitting fees, if any, shall be paid as per the company policy.
- e. The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof.
- f. Reimbursement of expenses: The Director shall be reimbursed at actuals for all the expenses incurred by him. This reimbursement of expenses will not be included in the calculation of the remuneration or perquisites of the Director.
- g. Overall Remuneration and Terms: The aggregate of salary, perquisites, allowances, benefits, and amenities payable to Ms. Usha Prashant Raikar in any financial year may exceed the limits specified in Section 197 read with schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or enactments in force). The terms and conditions of her appointment and/or agreement may be altered and varied by the Board, at its discretion, within the maximum amount payable to the Managing Director as per the provisions of the Act or any amendments made therein.

Other terms and conditions as per the draft of agreement. The draft Appointment agreement shall be open for inspection by the Members at the Registered office of the Company during normal business hours on any working day, excluding Sunday.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, terms of appointment of the Managing Director including the remuneration which may exceed the limits specified in Section 197 read with schedule V of the Act is required to be approved by the Members by way of special resolution.

Ms. Usha Prashant Raikar, Director being appointee, Mr. Prashant Raikar, Mr. S Ragothaman are interested in the resolution.

The Board accordingly recommends the resolution as set out in Item No.04 of the Notice for approval of the members.

Item No. 05

To approve the change of designation of Mr. S Ragothaman (DIN: 00026750) from the post of Managing Director to Executive Director

The company has received a letter from Mr. S Ragothaman, expressing his intention to resign from the post of Managing Director of the company along with a consent letter to be appointed as Executive Director of the company. The change in designation has been approved by the Board in the meeting held on 22nd July 2024, subject to the approval of the members at the upcoming general meeting.

Keeping in view that Mr. S. Ragothaman has more than five decades of rich and varied experience in IT sectors and has been involved in the operations of the Company, it would be in the interest of the company to continue the employment of Mr. S. Ragothaman as a Director.

The remuneration payable to Mr. S. Ragothaman as a Director as follows:

1. Basic Salary Rs. 1,50,000/- (Rupees one Lakhs Fifty Thousand only) per month
2. Perquisites and allowances: The Company's contribution to provident fund, medical insurance, superannuation or Annuity fund, gratuity payable, Perquisite, encashment of leave etc. as per rules of the company, shall be in addition to the basic salary mentioned under (1) above, and as per the limits prescribed under the applicable laws of the Country.
3. Reimbursement of expenses: The Director shall be reimbursed at actuals for all the expenses incurred by him. This reimbursement of expenses will not be included in the calculation of the remuneration or perquisites of the Director.

The board of directors foresee the crossing of maximum limit of remuneration as specified in Section 197 read with schedule V of the Act. Hence this resolution for members approval by way of special resolution. The remuneration is in line with the Industrial Standards for managerial personnel falling under the same cadre. Thus, the Members are requested to consider a change in Designation and the remuneration of Mr. S. Ragothaman, Director.

Mr. S Ragothaman being appointee Ms. Usha Prashant Raikar and Mr. Prashant Raikar, are interested in the resolution. Save as aforesaid, none of the Company's Directors, Key Managerial Personnel or their relatives has any concern or interest, financial or otherwise, in this resolution.

The Board accordingly recommends the resolution as set out in Item No. 05 of the Notice for approval of the members.

Additional information required to be given as per the provisions contained in Schedule V of the Companies Act, 2013 are given hereunder:

I. General Information

1. Nature of industry: IT Services
2. Date of commencement of commercial operations: 1 Jan 1988.
3. In case of new companies, the expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
4. Financial performance based on given indicators:

Particulars	FY 2023-24	FY 2022-23	FY2021-22
Revenue	1,61,66,090	91,43,380	34,18,400
Other Income	4,56,140	1,12,380	7,53,380
Expenses	90,26,930	77,51,800	(17,17,600)
Net Profit / (Loss)	75,95,300	15,03,950	(17,17,600)

5. Foreign investments or collaborations, if any: None

II. Information about the appointee:

	S Ragothaman	Ms. Usha Prashant Raikar
(1) Background details	Over 6 decades of experience dealing a variety of projects, Including onsite engagement with a Large US financial institution and with a large Travel house based in London. Expertise in Legacy systems and Migration of Mainframe applications.	More than 25 years of experience with leading customers from Australia, South Africa and USA. Analytical expertise with business oversight and active customer relations over last 5 years Passionate about customer engagement with upcoming technology.
(2) Past remuneration	Rs. 1,00,000/- per month	Rs. 2,00,000/- per month
(3) Recognition or awards	US Patent Holder	Joint US Patent holder
(4) Job profile and his/her suitability	Expertise in Main frame and Modernization services	Aligned with current trend

(5) Remuneration proposed	As mentioned above	As mentioned above
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his/her origin)	In line with the industry trend, considering his consultancy work with top Bangalore IT companies	-Multi country Project support expertise - Over 30 years of global tech leadership - Thought leadership in Microsoft technologies - Modernization process guru
(7) Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Promotor	Promotor

III. Other information

1. Reasons of loss or inadequate profits: Product based services need gestation period and is now recognized portfolio
2. Steps taken or proposed to be taken for improvement: Building Partners overseas with focused services and solutions
3. Expected increase in productivity and profits in measurable terms: Will be on par with similar industry trends

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.bangaloresoftsell.com, and on the website of Company's Registrar and Transfer Agent, KFin Technologies Private Limited ("KFinTech") at <https://evoting.kfintech.com> For receiving all communication (including Annual Report) from the Company electronically: a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at mail@bangaloresoftsell.com or to KFinTech at <https://evoting.kfintech.com> . b) Members holding shares in dematerialized mode are requested to register /update their email addresses with the relevant Depository Participants.

1. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the Annual General Meeting of the company being conducted through Video Conferencing (VC) herein after called as “e-AGM”.
2. **e-AGM:** Company has appointed M/s KFin Technologies Private Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
3. Pursuant to the provisions of the circulars of AMC on the VC/OVAM(e-AGM):
4. **e-AGM:** Company has appointed M/s KFin Technologies Private Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
5. Pursuant to the provisions of the circulars of AMC on the VC/OVAM(e-AGM):
 - a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required
 - b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
6. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
7. Up to 1000 members will be able to join on a FIFO basis to the e-AGM.
8. No restrictions on account of FIFO entry into e-AGM in respect of 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.
9. The attendance of the Members (members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

INSTRUCTIONS AND OTHER INFORMATION RELATING TO E-VOTING

I. Remote e-voting:

In compliance with 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 as per Regulation 44 of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company is providing e-voting facility through KFin Technologies Limited (‘Kfintech’) on all resolutions set forth in this AGM Notice, to Members holding shares as on Friday September 20, 2024, being the cut -off date fixed for determine eligible members to participate in the remote e-voting process. The instructions for e-Voting are given herein below.

As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants.

Individual demat account holders would be able to cast their vote without registering again with the e-Voting service providers (ESPs) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

Any person holding shares in physical form and non-individual shareholders, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she /it is already registered with Kfintech for remote e-Voting then he /she /it can use his / her /its existing User ID and password for casting the vote.

The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Login method for Individual shareholders holding securities in demat mode is given below:

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider (i.e. Kfintech) and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> I. To register click on link: https://eservices.nsdl.com. II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdedasDirectReg.jsp. III. Proceed with completing the required fields. IV. Follow steps given in points 1. <p>3. Alternatively by directly accessing the e-Voting website of NSDL:</p>	<p>1. Existing user who have opted for Easi / Easiest:</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com III. Click on New System Myeasi IV. Login with your registered user id and password. V. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal. VI. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest:</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration II. Proceed with completing the required fields. III. Post registration is completed, follow the steps given in point 1.

<ul style="list-style-type: none"> I. Open URL: https://www.evoting.nsd.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. V. Click on company name or e-Voting service provider name and you will be redirected to KFintech e-Voting website for casting your vote during the remote e-Voting period. 	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <ul style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress. V. Click on company name and you will be redirected to KFintech e-voting website for casting your vote during the remote e-voting period.
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Individual Shareholders (holding securities in demat mode) login through their depository participants.

- I. You can also login using the login credentials of your demat account through your demat accounts / websites of Depository Participants registered with NSDL /CDSL for e-Voting facility.
- II. Once logged-in, 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.
- III. Click on options available against company name or e-Voting service provider – **KFintech** and you will be redirected to e-Voting website of **KFintech** for casting your vote during the remote e-Voting period without any further authentication.

Important note:

[Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites of Depositories / Depository Participants.](#)

[Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:](#)

Members facing any technical issue – NSDL	Members facing any technical issue - CDSL
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	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.

Step 2: Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
 - i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 8308 followed by folio number. In case of Demat account, User

ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e- voting, you can use your existing User ID and password for casting the vote.

- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVEN for Bangalore Softsell Limited
- vii. and click on “Submit” .
- viii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- x. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- xi. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xii. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xiii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email kiran@sjv.co.in a copy marked to evoting@kfintech.com and sragothaman@bangaloresoftsell.com The scanned image of the above-mentioned documents should be in the naming format “Corporate Name Even No.” The documents should reach the Scrutinizer on or before 5:00 pm on Friday September 20, 2024 .

- B. Members whose email IDs are not registered with the Company/Depository Participants(s)], will have to follow the following process:

- i. Members who have not registered their email address and in consequence the AGM Notice cannot be serviced, for receiving the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com along with scanned signed copy of the 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 for sending the AGM Notice and the e-voting instructions.
- ii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

II. OTHER INSTRUCTIONS:

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFinTech Website) or contact Mr. Suresh Babu, (Unit: Biocon Limited) of KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at einward.ris@kfintech.com or evoting@kfintech.com or phone no. 040 – 6716 2222 or call toll free No. 1800-309-4001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on Sunday September 22, 2024, (9:00 AM IST) and ends on Tuesday September 24, 2024 (5:00 PM IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on Friday September 20, 2024, may cast their votes electronically. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the members, the members shall not be allowed to change it subsequently.
- d. The voting rights of members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday September 20, 2024.
- e. Any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:	MYEPWD <SPACE> IN12345612345678
Example for CDSL:	MYEPWD <SPACE> 1402345612345678
Example for Physical:	MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Member may call KFinTech toll free number 1800-309-4001 for any assistance.

- iv. Member may send an e-mail request to evoting@kfintech.com.

The Board has appointed Mr. Kiran Chowgule who is a Company Secretary, ("the Scrutinizers") for conducting the AGM and e-voting process in a fair and transparent manner.

The Scrutinizer's shall submit a Report after the completion of scrutiny of votes cast through e-voting. The Chairperson or a person authorised by him in writing shall declare the result of voting forthwith.

In the event the resolution is passed by requisite majority, the date of passing the resolution shall be deemed to be Tuesday September 24, 2024, viz. last date specified by the Company e-voting.

The results of the e-voting along with the scrutinizer's report shall be communicated on or before Thursday September 26, 2024 and shall be placed on the Company's website www.BANGALORESFTSELL.com and on the website of Kfintech (<https://evoting.kfintech.com>) immediately after the result is declared by the Chairperson or any other person authorised by the Chairperson.

PROCEDURE FOR INSPECTION OF DOCUMENTS: . The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to mail@bangaloresftsell.com.

Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday Sep 20 2024 through email mail@bangaloresftsell.com . The same will be replied by the Company suitably.

OTHER INFORMATION. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company / KFinTech has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.

Members holding shares in physical mode are: a) required to submit their Permanent Account Number (PAN) and bank account details to the Company/ KFinTech, if not registered with the Company/ KFinTech, as mandated by SEBI by writing to the Company at mail@bangaloresftsell.com or to KFinTech at bslinvestor@kfintech.com along with the details of folio no., self-attested copy of PAN card,

bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque. b) Advised to register nomination in respect of their shareholding in the Company as per Section 72 of the Act and are requested to write to KFinTech. 19. Members holding shares in electronic mode are: a) requested to submit their PAN and bank account details to their respective Depository Participants (“DPs”) with whom they are maintaining their demat accounts. b) Advised to contact their respective DPs for registering nomination. 20. Non-Resident Indian members are requested to inform KFinTech / respective DPs, immediately of: a) Change in their residential status on return to India for permanent settlement. b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier. 21. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified. 22. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to KFinTech for consolidation into a single folio

By Order of the Board of Directors

For Bangalore Softsell Limited

S Ragothaman

Managing Director

July 22, 2024

Registered Office: 334/22 41 Cross Jayanagar 8 Block Bangalore 560070.

Tel 080 41104111 Website: www.bangaloresoftsell.com

Mail ID mail@bangaloresoftsell.com

CIN: U85110KA1986PLC008020