

NOTICE TO THE 25TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 25th Annual General Meeting of the members of EXCELSOFT TECHNOLOGIES LIMITED, will be held on **Saturday, 5th of July, 2025 at 11 a.m. [I.S.T]** at Registered Office of the Company at 1-B, Hootagalli Industrial Area, Mysore – 570018, India, to transact the following business: -

ORDINARY BUSINESS:

1. Adoption of Audited Standalone Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company together with the Reports of the Auditors and Board of Directors thereon for the Financial Year ended March 31, 2025.

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

“RESOLVED THAT the Audited Financial Statements comprising the Balance Sheet as at March 31, 2025, Statement of Profit & Loss of the Company and Cash Flow Statement of the Company for the Financial Year ended March 31, 2025 together with the Notes as annexed thereto and the Reports of the Auditors and the Board of Directors dated June 11, 2025 thereon, as circulated to the Members of the Company, be and are hereby received, considered and adopted.”

RESOLVED FURTHER THAT Mr. Sudhanva Dhananjaya, Chairman and Managing Director (DIN:00423641) or Mrs. Shruthi Sudhanva, Whole-time Director (DIN: 06426159) or Mr. Venkatesh Dayananda, Company Secretary (FCS:F9904) of the Company be and are hereby severely authorized to do all such, acts, deeds, things as may be deemed to thought fit and proper including but not limited to, file applicable Forms including e-Forms along with necessary attachments with the Ministry of Corporate Affairs and to do all such acts, deeds, things, matters required that may arise from time to time while giving effect to this Resolution.”

2. Adoption of Audited Consolidated Financial Statements:

To receive, consider and adopt the Audited consolidated Financial Statements of the Company together with the Reports of the Auditors for the Financial Year ended March 31, 2025.

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

“RESOLVED THAT the Audited Consolidated Financial Statements comprising the Balance Sheet as at March 31, 2025, Statement of Profit & Loss of the Company and Cash Flow Statement of the Company for the Financial Year ended March 31, 2025 together with the Notes as annexed thereto and the Reports of the Auditors and the Board of Directors dated June 11, 2025 thereon, as circulated to the Members of the Company, be and are hereby received, considered and adopted.”

RESOLVED FURTHER THAT Mr. Sudhanva Dhananjaya, Chairman and Managing Director (DIN:00423641) or Mrs. Shruthi Sudhanva, Whole-time Director (DIN: 06426159) or Mr. Venkatesh Dayananda, Company Secretary (FCS:F9904) of the Company be and are hereby severely authorized to do all such, acts, deeds, things as may be deemed to thought fit and proper including but not limited to, file applicable Forms including e-Forms along with necessary attachments with the Ministry of Corporate Affairs and to do all such acts, deeds, things, matters required that may arise from time to time while giving effect to this Resolution.”

3. Re-appointment of Mrs. Lajwanti Sudhanva (DIN: 02213738), who retires by rotation and being eligible offers herself for re-appointment

To re-appoint a Director in place of Mrs. Lajwanti Sudhanva (DIN: 02213738) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment. 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 Section 152 and other applicable provisions of the Companies Act, 2013 read with Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to re-appoint Mrs. Lajwanti Sudhanva (DIN: 02213738) as a Director, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Sudhanva Dhananjaya, Chairman and Managing Director (DIN:00423641) or Mrs. Shruthi Sudhanva, Whole-time Director (DIN: 06426159) or Mr. Venkatesh Dayananda, Company Secretary (FCS:F9904) of the Company be and are hereby severely authorized to do all such, acts, deeds, things as may be deemed to thought fit and proper including but not limited to, file applicable Forms including e-Forms along with necessary attachments with the Ministry of Corporate Affairs and to do all such acts, deeds, things, matters required that may arise from time to time while giving effect to this Resolution.”

SPECIAL BUSINESS:

4. Appointment of Secretarial Auditors:

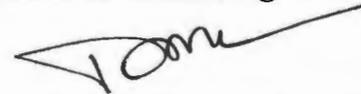
To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for the appointment of **M/s. Padmavati & Vijayesh Associates LLP (Unique Identification No. L2024KR016900)** Company Secretaries, as Secretarial Auditors of the Company for conducting Secretarial Audit and issue the Secretarial Compliance Report for the term of 5 (five) years from Financial Year 01-April-2025 to 31-March-2030 at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above said resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things, matters as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

“RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to file necessary e-forms, papers with the statutory authorities including the Registrar of Companies, as may be required under the applicable law to give effect the above said Resolution.”

for **Excelsoft Technologies Limited**



VENKATESH DAYANANDA
Company Secretary
FCS M. No.: F9904

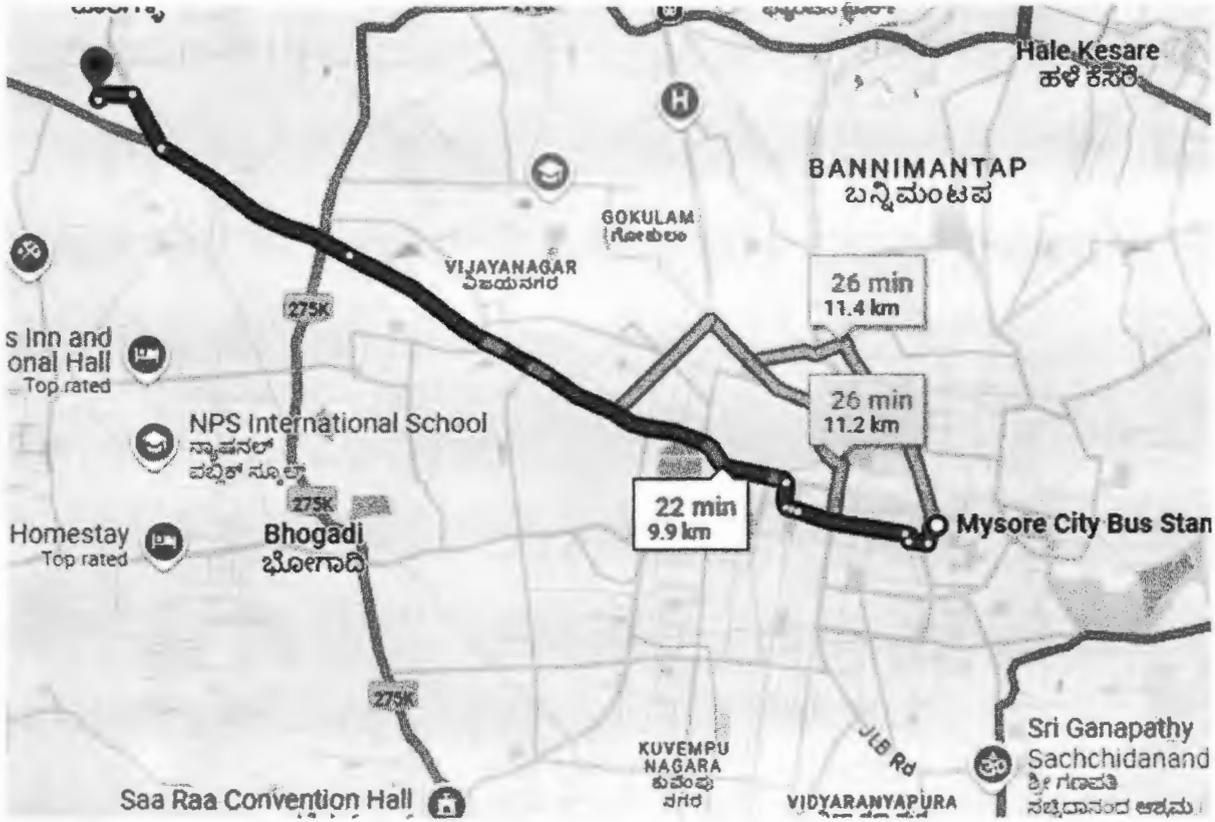
Mysore, 11th June 2025
CIN: U72900KA2000PLC027256
Registered Office:
1-B, Hootagalli Industrial Area,
Mysore – 570018, INDIA
T: +91-821-4282000, F: +91-821-4282208
www.excelsoftcorp.com

Notes:

- We desire members to support 'Green Initiative' by receiving the Company's Communication through email. Members who have not registered their email addresses and mobile number so far are requested to validate/register their details with the Depository Participant in case of shares held in electronic form and with the Registrar. In case the shares are held in physical form for receiving all communication including Annual Report and other Notices from the Company electronically.
- Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and. In case of any queries, shareholder may write to compliance.officer@excelsoftcorp.com. Kindly note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of Annual-Report and the Such Members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form. In case of queries, Members are requested to write to compliance.officer@excelsoftcorp.com
- Pursuant to the provisions under section 105 of the Act, a member is entitled to attend and vote at a General Meeting, shall be entitled to appoint another person as a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. hence the Proxy Form and Attendance Slip are annexed to this Notice.
- The following documents will be available for inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to compliance.officer@excelsoftcorp.com
 - (a) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013.
 - (b) The Register of Contracts or arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013.
- In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders. Members holding shares in physical form may nominate a person in respect of all the shares held by them whether singly or jointly. Members who hold shares in individual name are advised to avail nomination facility by filing their own interest. Blank form can be obtained from RTA on request. Members holding shares in dematerialised form may contact their respective DPs for registration of nomination.
- During the year, the Company has requested those shareholders, whose Interim/final dividends for previous financial year(s) remaining unclaimed / unpaid, for claiming said dividend amount before transfer thereof to Investor Education and Protection Fund (IEPF).

- Members are requested to note that Interim/final dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Interim Dividend Account, will, as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund (IEPF)
- Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorisation, etc., authorising their representative pursuant to Section 113 of the Act to attend the AGM on its behalf and to vote in the AGM.
- In terms of Section 152 of the Act, Mrs. Lajwanti Sudhanva (DIN: 02213738), Director, liable to retire by rotation at the AGM and being eligible, offers herself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company recommended her re-appointment.
- Details of Directors seeking re-appointment in AGM pursuant to Secretarial Standards on General Meetings (SS-2) is Annexed to this Notice of e-AGM and marked as Annexure-A.
- Members are requested:
 - I. To quote their Folio/DP & Client identification No. in all correspondence.
 - II. To notify immediately any change of their address and bank particulars to the RTA or the Company, in case shares are held in physical form and in case their shares are held in dematerialised form, information should be passed on directly to their respective Depository Participants and not to the RTA/ Company, without any delay.
 - III. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
- The Company has designated an exclusive e-mail ID called compliance.officer@excelsoftcorp.com in for redressal of shareholders'/investors' complaints/grievances. In case you have any queries/complaints or grievances, then please write to us at the above e-mail address.

ROUTE MAP OF ANNUAL GENERAL MEETING [AGM] VENUE



Mysore, 11th June 2025
CIN: U72900KA2000PLC027256

Registered Office:
1-B, Hootagalli Industrial Area,
Mysore – 570018, INDIA
T: +91-821-4282000, F: +91-821-4282208
www.excelsoftcorp.com

ANNEXURE- A TO THE NOTICE

Explanatory Statement as required under Section 102 of the Companies Act, 2013

Item No. 3 BREIF PROFILE OF DIRECTORS SEEKING RE-APPOINTMENT AT THE 25TH ANNUAL GENERAL MEETING PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Brief profile of Mrs. Lajwanti Sudhanva (DIN: 02213738) is as under: She holds a degree of Bachelors of Science (BSc) in Botany/ Marine Science from Goa University. She has been associated with our Company since September 26, 2008. Currently she is a Director in Pedanta Technologies Private Limited. Currently, her key responsibilities include CSR initiatives focused on education and employee welfare.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice.

Except Mrs. Shruthi Sudhanva, None of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

Sl. No.	Particulars	Details
1	Director Identification Number (DIN)	02213738
2	Full Name	Lajwanti Sudhanva
3	Date of Birth	18-09-1968
4	Date of Appointment on the Board	26-Sep-2008
5	Qualifications	Bachelors of Science
6	Expertise in specific functional area	CSR initiatives focused on education and employee welfare
7	Percentage of shares held in the Company	11.75
8	List of the directorships held in other companies	Pedanta Technologies Private Limited
9	Number of Board Meetings attended during the FY 2024-25	10
10	Relationship with other Directors	Spouse of Chairman and Managing Director and Mother of whole Time Director

This Explanatory Statement is in terms of Section 102 of the Companies Act, 2013 and Regulation 36(5) of the Securities and Exchange Board of India (LODR) Regulations, 2015.

Item No. 4 Appointment of Secretarial Auditors:

After evaluating and considering various factors such as industry experience, competence of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, it is proposed the appointment of M/s. Padmavati & Vijayesh Associates LLP (Unique Identification No. L2024KRO16900) Company Secretaries, as the Secretarial Auditors of the Company, for a term of five consecutive years from Financial Year 01-April-2025 to 31-March-2030, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

M/s. Padmavati & Vijayesh Associates LLP have consented to their appointment as Secretarial Auditors and has confirmed that their appointment will be in accordance with Section 204 of Companies Act, 2015 read with SEBI (LODR) Regulations, 2015.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

Attendance Slip

ANNUAL GENERAL MEETING

Name of the Shareholder: _____

Reg. Folio No. _____ No. of Shares: _____

DP ID: _____ Client ID: _____

I/We, certify that I/We, am/are a Member/Proxy for the Member of the Company.

I/We hereby record my presence at the Annual General Meeting held on **Saturday, the July 05, 2025 at 11.00 AM** at registered office of the Company at 1-B, Hootagalli Industrial Area, Mysore, Karnataka, India, 570018.

Member's/Proxy's name in block letters

Signature of Member/Proxy

Note:

1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall.
2. Members are requested to bring their copies of this notice and explanatory statement to the meeting.
3. A Member may vote either for or against each resolution.

**Form No. MGT-11
Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

1. CIN: U72900KA2000PLC027256
 2. Name of the company: EXCELSOFT TECHNOLOGIES LIMITED
 3. Registered office: 1-B, Hootagalli Industrial Area, Mysore, Karnataka, India, 570018
- Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature....., or failing him

2. Name:
Address:
E-mail Id:
Signature.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual general meeting of the company, to be held on **Saturday, the July 05, 2025 At 11.00 A.M.** at its Registered Office, 1-B, Hootagalli Industrial Area, Mysore, Karnataka, India, 570018 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- 1.....
- 2.....
- 3.....

Signed this..... day of..... 2025.

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting