



SAI SERVICE PRIVATE LIMITED

CIN: U60210PN1985PTC037099

Regd. Office : Mumbai - Pune Road, Phugewadi, Pune - 411 012. Tel. : (020) 46404430, Fax : (020) 46404421
Website : www.saiservice.com E-mail : sai@saiservice.com

NOTICE is hereby given that the 39th (Thirty Nine) Annual General Meeting of the members of SAI SERVICE PRIVATE LIMITED will be held on Wednesday, 25th day of September 2024, at 12.15 p.m., at the registered office of the Company at Mumbai Pune Road, Phugewadi, Pune-411012, through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1:

To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the report of the Board of Directors' and Auditors' thereon.

ITEM NO. 2:

To declare dividend.

SPECIAL BUSINESS:

ITEM NO. 3:

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

“RESOLVED THAT pursuant to and in accordance with the provisions of Section 14 of the Companies Act, 2013 (“Act”) and all other applicable provisions, if any, of the Act or any other law for the time being in force (including any statutory modifications or amendments thereto or re-enactment thereof), the new set of Articles of Association of the Company, as available for inspection in the registered office of the Company, be and is hereby approved and adopted as the new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company and / or the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”

By Order of the Board of Directors
For Sai Service Private Limited

Date: 09 / 09 / 2024

Place: Pune



SD/-

Shweta Kakkar
Company Secretary



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NOTES

1. The relative Explanatory Statement, pursuant to section 102(1) of the Companies Act, 2013, setting out the material facts in respect of special business under item no.3 above is annexed hereto.

2. The Ministry of Corporate Affairs ("MCA") has vide its circular dated April 8, 2020 read with circulars dated April 13, 2020, May 5, 2020, June 15, 2020, September 28, 2020, December 31, 2020, January 13, 2021, December 28, 2022, and the latest circular No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Company is being held through VC/ OAVM.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her/it's behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice.

4. Since the proceedings of this AGM are being conducted through VC / OAVM, the Registered Office of the Company situated at Mumbai Pune Road, Phugewadi, Pune – 411 012, is deemed to be the venue of the AGM.

5. Corporate members intending to send their authorised representatives to attend the meeting pursuant to section 113 of the Companies Act, 2013, are requested to send a scanned copy (PDF/JPEG Format) of its Board or governing body Resolution / Authorization etc. authorizing their representative(s) to attend and vote on their behalf at the meeting to the Company.

6. The dividend on equity shares as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid (subject to deduction of tax at source) within the prescribed time after the Annual General Meeting as to those Members whose names appear in the Register of Members of the Company as on the book closure dates.

7. The Register of Members and Share Transfer Books of the Company will remain closed on 25 / 09 / 2024 (Date of AGM), as record date for the purpose of payment of Dividend.

8. As you may be aware that in terms of the provisions of the Income Tax Act, 1961 ("the Act") as amended by the Finance Act, 2020, dividend paid or distributed by a Company on or after 1st April 2020 is taxable in the hands of the Members. The Company is, therefore, required to deduct tax at source at the time of payment of dividend to the Members.

For resident members: Tax will be deducted at source ("TDS") under Section 194 of the Act (read with Press Release dated May 13th, 2020) @ 10% on the amount of dividend payable unless exempt under any of the provisions of the Act. However, in case of individuals, TDS would not apply if the aggregate of total dividend distributed to them by the Company during FY 2024-25 does not exceed Rs. 5,000/-.

Tax at source will not be deducted where a member provides Form 15G (applicable to Individual in case of dividend) / Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met.

Tax at source will be deducted @20% for a shareholder who falls in the category of "specified person" as defined in Section 206AB of Income Tax Act, 1961 or who has not submitted PAN, as per Section 206AA of the Act.

9. The Company has transferred all the unclaimed and unpaid final dividend declared for the financial year 2016 – 2017, to Investor Education & Protection Fund (IEPF) established by the Central Government.





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Company has uploaded the details of unclaimed and unpaid dividend amount lying with the Company on the website of the Company (www.saiservice.com) and also on the website of the Ministry of Corporate Affairs (www.mca.gov.in). Members are requested to note that, the amount of unclaimed interim dividend for the F.Y. 2017-2018, remaining unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund Authority as per the provisions of section 124 and section 125 of the Companies Act, 2013, and the Rules made there under. Those members who have not so far encashed their interim dividend for the year 2017-2018 and thereafter, are requested to correspond at the Company's Registered Office.

10. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2022-2023, is being sent only through electronic mode to those Members whose email addresses are registered with the Company.

11. Members may note that the Notice of the AGM will also be available on the Company's website <https://www.saiservice.com>

12. The web-link of the meeting shall be provided separately. To access and participate in the meeting, shareholders and other participating stakeholders are requested to install Teams application and then click on the link provided.

13. In case of any queries relating to joining the Meeting through electronic mode or any technical assistance to access and participate in the meeting through VC is required, then the members can mail their queries on "sai@saiservice.com".

14. The facility for joining the meeting shall be kept open 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after the scheduled time of the meeting.

15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

16. All relevant documents (copies thereof) referred to in the accompanying Notice and the Statement including Register of Directors and Key Managerial Personnel and their shareholding (as may be applicable) under Section 170 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 and their shareholding, shall remain open for inspection in the physical mode, by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 3.00 p.m. to 5.00 p.m. up to the date of the meeting.

17. All the other relevant documents in relation to the items of the Agenda will be made available for inspection on demand made by members via screen shared through Video Conferencing.

18. Members desirous of getting any information on the accounts or operations of the Company are requested to write to the Company on or before 23.09.2024 through an email on "sai@saiservice.com". The same will be replied by the Company suitably.

19. The Voting at the meeting shall be conducted by show of hands unless a poll in accordance with section 109 of the Companies Act, 2013 is demanded by any member. In case the poll is demanded members are requested to use only registered Email ID for Voting during the time allotted for same. Votes casted by any other unregistered Email ID shall be considered as Invalid. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

20. In case of joint holders, 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 at the AGM.





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21. The members can pose questions concurrently at the Meeting or they can submit questions or queries regarding the agenda items on the designated email address (sai@saiservice.com) through which the notice has been sent.

22. Members are requested to send all communications relating to the shares to the Registered Office address of the Company. Further, members in case of any query may send an email to "sai@saiservice.com".

ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Explanatory Statement sets out all material facts relating to the Special Business under item no. 3 of the accompanying Notice convening the 39th Annual General Meeting.

ITEM NO.3

To incorporate the necessary provisions regarding dematerialisation of shares in the Articles of Association of the Company and to have it in line to comply with the relevant sections / provisions under the Companies Act, 2013 and rules made thereof, it is proposed to alter the existing Articles of Association of the Company by a new set of Articles.

The new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company incorporates necessary provisions for dematerialization of shares and updates the company's governance framework in line with the latest statutory requirements.

Hence, pursuant to section 14 of the Companies Act, 2013 ("Act"), the Board commends the Special Resolution set out at Item No.3 of the Notice for approval by the shareholders.

A copy of the proposed new set of the Articles of Association of the Company would be available for inspection at the registered office of the Company situated at Mumbai Pune Road, Phugewadi, Pune – 411012 on all working days (except Saturdays, Sundays and Public Holidays) between 3.00 p.m. to 5.00 p.m. up to the date of this meeting and also the soft copy of the documents can be assessed by the members at the time of the meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of the Notice except to the extent of their shareholding in the Company, if any.

By Order of the Board of Directors
For Sai Service Private Limited

SP1-

Shweta Kakkar
Company Secretary



Date: 09 / 09 / 2024

Place: Pune