



SAGARSOFT (INDIA) LIMITED

Registered Office: Plot No.111, Road No.10, Jubilee Hills, Hyderabad-500 033

CIN – L72200TG1996PLC023823

Tel.No.: +91-40-66772426 Fax No.: +91-40-23543811 E-mail: info@sagarsoft.in Website: www.sagarsoft.in

POSTAL BALLOT FORM

(In lieu of the E-voting at the AGM)

Serial No. :

1. Name and Registered address of the Sole/first
named Shareholder :

2. Name(s) of Joint shareholder(s), if any :

3. Registered Folio No./ DP Id No./ Client ID No.* :
(*Applicable to investors holding shares in
dematerialized form)

4. Number of Shares held :

I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the Eighteenth Annual General Meeting (AGM) of the Company to be held on 24th September, 2014 by conveying my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

| Sl.No. | Description of Resolution | Type of Resolution | No. of Shares | I/We assent to the Resolution (FOR) | I/We dissent to the Resolution (AGAINST) |
|--------|---|--------------------|---------------|-------------------------------------|--|
| 1. | Adoption of Statement of Profit and Loss, Balance Sheet, Reports of Board of Directors and Auditors thereon for the year ended 31st March, 2014 | Ordinary | | | |
| 2. | Reappointment of Shri S.Sreekanth Reddy, who retires by rotation | Ordinary | | | |
| 3. | Reappointment of Shri Satish C.R.Kalva, who retires by rotation | Ordinary | | | |
| 4. | Appointment of Auditors and to fix their remuneration | Ordinary | | | |
| 5. | Appointment of Shri K.Prasad as an Independent Director | Ordinary | | | |
| 6. | Appointment of Shri K.Ganesh as an Independent Director | Ordinary | | | |
| 7. | Appointment of Shri N.Hari Mohan as an Independent Director | Ordinary | | | |
| 8. | Appointment of Shri K.Rakesh Rao as an Independent Director | Ordinary | | | |

Place :

Date :

Signature of the Equity Shareholder
(must be as per specimen signature registered with the company)

Note: Please read the instructions carefully before exercising your vote.

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Electronic Voting Particulars

| EVEN (E-Voting Event Number) | USER ID | PASSWORD/PIN |
|------------------------------|---------|--------------|
| | | |

INSTRUCTIONS

General Instructions:

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
2. Members can opt for only one mode of voting i.e., either through e-voting or by Ballot. In case you are opting for vote by e-voting, then please do not vote by Ballot and vice versa. In case Members cast their votes both by e-voting and Ballot, the votes cast through e-voting shall prevail and the votes cast through ballot form shall be considered invalid.
3. Voting rights in the e-voting / Ballot cannot be exercised by a proxy. However, corporate and institutions shareholders shall be entitled to vote through their authorised representatives with proof of their authorization.
4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post in physical ballot form to declare the final results for each of the Resolutions forming part of the Notice of the Annual General Meeting.
5. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the Annual General Meeting.

Process and manner for Members opting to vote by using the Postal Ballot Form:

1. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of the Company, Mr.S.Srikanth of S.Srikanth & Associates, Company Secretaries, (C.P.No.7999). For this purpose, a self-addressed pre-paid envelope is enclosed and postage will be paid by the Company, if posted in India. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
2. The Form should be signed by the Member as per the specimen signature registered with the Company / Depository Participants. In case of joint holding, the Form should be completed and signed by the first named Member and in his / her absence, by the next named joint holder. There will be one Form for every Folio / Client ID irrespective of the number of joint holders. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA or enclosing an attested copy of the POA.
3. For shares held by companies, bodies corporate, trusts, societies etc., the duly completed Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authorization together with attested specimen signature(s) of the duly authorised signatory(ies).
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (v) mark in the column provided in the Ballot Form for assent / dissent.
5. The voting rights of the shareholders shall be in proportion to their shares of the paid-up share capital of the company as on 16th September, 2014 ("Cut off Date") as per the Register of Members of the company and as informed to the company by the Depositories in case of Beneficial Owners.
6. Duly completed Ballot Forms should reach the Scrutinizer not later than 6.30 p.m. on 20th September, 2014. Ballot Forms received after 6.30 p.m. on 20th September, 2014 will be strictly treated as if the reply from the Members has not been received.
7. A Member seeking duplicate Ballot Form can write to the Company's Registrars – Karvy Computershare Private Limited, Unit: Sagarsoft (India) Limited, Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad-500 081 or to the e-mail ID: evoting@karvy.com. However, the duly filled in and signed duplicate Ballot Form should reach the Scrutinizer not later than the date specified at Sr.No.6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against.
9. The Scrutinizer's decision on the validity of a Ballot Form and other related matters will be final.
10. Members are requested not to send any other paper along with the Ballot Form in the enclosed self-addressed envelope as all such envelopes will be sent to the Scrutinizer and any other paper found in such envelope would be destroyed by him.