**Saksoft Limited**
**CIN: L72200TN1999PLC054429**
SP Infocity, Block A, 2nd Floor,
# 40, Dr.M.G.R. Salai, Kadanchavadi
Perungudi, Chennai – 600 096.
Phone: +91-44-2454 3500
Fax: +91-44-2454 3510
Email: complianceofficer@saksoft.co.in
Web: www.saksoft.com

12th August, 2018

**To**

| | |
|---|---|
| The Listing Department<br>The National Stock Exchange of India Limited<br>"Exchange Plaza"<br>Bandra Kurla Complex<br>Bandra (E)<br>Mumbai – 400 051<br>**Stock Code: SAKSOFT** | The Manager<br>Listing Department<br>BSE Limited<br>Floor No.25, Phiroze JeejeebhoyTowers,<br>Dalal Street,<br>Mumbai – 400 001<br><br>**Stock Code: 590051** |

Dear Sir/Madam,

**Sub: Voting Results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The 19th Annual General Meeting (AGM) of the Company was held on Friday, August 10, 2018 at 10.30AM [IST] at the P.Obul Reddy Hall, Vani Mahal, 103, G.N. Chetty Road, T.Nagar, Chennai – 600 017.

In the above said connection, we submit the following information:-

1. Voting results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements).
2. Report of Scrutinizer dated August 12, 2018, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (Xii) of the Companies (Management and Administration) Rules, 2014.

**For Saksoft Limited**

**S.Muthukrishnan**
**Company Secretary**

## Voting results as required under Regulation 44 of LODR

(i) Attendance of Members:

| Sl. No. | Description | | | Particulars |
|---|---|---|---|---|
| A | Date of AGM | | | **10th August, 2018** |
| B | Total number of Shareholders on record date (Cut-off date) | | | **4508** |
| C | No. of Shareholders present in the meeting either in person or through proxy | | | |
| | Category of Shareholders | Present in Person | Present through Proxy | Total |
| | Promoter & Promoter Group | **4** | **0** | **4** |
| | Public | **465** | **5** | **470** |
| | Total | **469** | **5** | **474** |
| D. | No. of Shareholders attended the meeting through Video Conferencing<br>No video conferencing facility was made available | | | |

SAKSOFT LIMITED CHENNAI 600 096

**Voting by members**

| Sl.No | Details of Agenda | Resolution required (Ordinary / Special) | Mode of voting (show of hands/ Poll/ Postal Ballot/ E-voting) |
|---|---|---|---|
| 1. | To receive, consider and adopt the audited Standalone and consolidated Financial Statements of the Company and reports of the Board of Directors and the Auditors thereon and the report of the Secretarial Auditor of the year ended March 31, 2018. | Ordinary | E-voting & Poll |
| 2. | To declare Dividend. | Ordinary | E-voting & Poll |
| 3. | To re-appoint a Director in the place of Ms. Kanika Krishna (DIN: 06954593) who retires by rotation and being eligible, offers herself for re-appointment. | Ordinary | E-voting & Poll |

**iii.) Results of Poll/Postal ballot/E-voting by Members:**

The mode of voting for all resolutions was:

a. E-voting; and
b. Poll conducted at the AGM to facilitate the shareholders who attended the AGM personally and did not participate in the e-voting process.

SAKSOFT LIMITED CHENNAI 600 096

| Agenda-wise disclosure (to be disclosed separately for each agenda item) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **ITEM NO. 1:** | **Adoption of Audited standalone and consolidated financial statements for the financial year ended 31st March 2018** | | | | | | | |
| | | | | | | | | |
| **Resolution required: (Ordinary/Special)** | **Ordinary Resolution** | | | | | | | |
| **Whether promoter/promoter group interested in the agenda/resolution?** | **No** | | | | | | | |
| **Category** | **Mode of Voting** | **No. of Shares held (1)** | **No.of Votes polled (2)** | **% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100** | **No. of Votes - in favour (4)** | **No.of Votes -- against (5)** | **% of Votes in favour on votes polled (6)=[(4)/(2)]*100** | **% of Votes against on votes polled (7)=[(5)/(2)]*100** |
| **Promoter and Promoter Group** | E-Voting | 4747715 | 4747715 | 100 | 4747715 | 0 | 100 | 0.000 |
| | Poll | 3034250 | 3034250 | 100 | 3034250 | 0 | 100 | 0.000 |
| | Postal Ballot(if applicable) | | 0 | 0 | 0 | 0 | 0 | |
| | Total | **7781965** | **7781965** | 100 | **7781965** | **0** | 100 | 0 |
| **Public Institutions** | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | **0** | **0** | 0 | **0** | **0** | 0 | 0 |
| **Public Non-Institutions** | E-Voting | 255038 | 255038 | 100 | 255038 | 0 | 100 | 0 |
| | Poll * | 125395 | 125395 | 100 | 125390 | 5 | 99.996 | 0.004 |
| | Postal Ballot(if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | **380433** | **380433** | 100 | **380428** | **0** | 99.9987 | 0 |
| **Total** | | **8162398** | **8162398** | 100 | **8162393** | 5 | 99.9999 | 0.0001 |

| **ITEM NO. 2:** | **Declaration of Dividend** | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | | | | | | |
| **Resolution required: (Ordinary/Special)** | **Ordinary Resolution** | | | | | | | |
| **Whether promoter/promoter group interested in the agenda/resolution?** | **No** | | | | | | | |
| **Category** | **Mode of Voting** | **No. of Shares held (1)** | **No.of Votes polled (2)** | **% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100** | **No. of Votes - in favour (4)** | **No.of Votes -- against (5)** | **% of Votes in favour on votes polled (6)=[(4)/(2)]*100** | **% of Votes against on votes polled (7)=[(5)/(2)]*100** |
| **Promoter and Promoter Group** | E-Voting | 4747715 | 4747715 | 100 | 4747715 | 0 | 100 | 0 |
| | Poll | 3034250 | 3034250 | 100 | 3034250 | 0 | 100 | 0 |
| | Postal Ballot(if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | **7781965** | **7781965** | 100 | **7781965** | **0** | 100 | 0 |
| **Public Institutions** | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | **0** | **0** | 0 | **0** | **0** | 0 | 0 |
| | E-Voting | 255038 | 255038 | 100 | 255038 | 0 | 100 | 0 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Public Non-Institutions** | Poll | 125395 | 125395 | 100 | 125395 | 0 | 100 | 0 |
| | Postal Ballot(if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | **380433** | **380433** | 100 | **380433** | **0** | 100 | 0 |
| **Total** | | **8162398** | **8162398** | 100 | **8162398** | **0** | 100 | 0 |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |

| | |
|---|---|
| **ITEM NO.3:** | **Re-appointment of Ms. Kanika Krishna as Director to retire by rotation.** |
| | |
| **Resolution required: (Ordinary/Special)** | **Ordinary Resolution** |
| **Whether promoter/promoter group interested in the agenda/resolution?** | **No** |

| **Category** | **Mode of Voting** | **No. of Shares held (1)** | **No.of Votes polled (2)** | **% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100** | **No. of Votes - in favour (4)** | **No.of Votes -- against (5)** | **% of Votes in favour on votes polled (6)=[(4)/(2)]*100** | **% of Votes against on votes polled (7)=[(5)/(2)]*100** |
|---|---|---|---|---|---|---|---|---|
| **Promoter and Promoter Group** | E-Voting | 4747715 | 4747715 | 100 | 4747715 | 0 | 100 | 0 |
| | Poll | 3034250 | 3034250 | 100 | 3034250 | 0 | 100 | 0 |
| | Postal Ballot(if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | **7781965** | **7781965** | 100 | **7781965** | **0** | 100 | 0 |
| **Public Institutions** | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | **0** | **0** | 0 | **0** | **0** | 0 | 0 |
| **Public Non-Institutions** | E-Voting | 255038 | 255038 | 100 | 253166 | 1872 | 99.266 | 0.734 |
| | Poll | 125395 | 125395 | 100 | 125390 | 5 | 99.996 | 0.004 |
| | Postal Ballot(if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | **380433** | **380433** | 100 | **378556** | **1877** | 99.507 | 0.493 |
| **Total** | | **8162398** | **8162398** | 100 | **8160521** | **1877** | 99.977 | 0.023 |

# Voting rights are in proportion to Shares held as on 03rd August 2018.

**under this Column, the valid votes polled are mentioned.

The number of votes polled in favour of the ordinary resolution as follows:

| S.No | Resolutions | Votes in Favour of the Resolution | (%) votes in Favour of the resolution | Votes against the resolution | (%) Votes against the resolution |
|---|---|---|---|---|---|
| 1 | Resolution 1 | 81,62,393 | 99.999 | 5 | 0.001 |
| 2 | Resolution 2 | 81,62,398 | 100 | - | - |
| 3 | Resolution 3 | 81,60,521 | 99.977 | 1,877 | 0.023 |

Thus, the Ordinary resolution has therefore been approved by the Shareholders

Kindly take this information on record.

For Saksoft Limited

Company Secretary

Encl: Scrutinizer's report.

SAKSOFT LIMITED CHENNAI 600 096

V Suresh, FCS PGDFM
*Practising Company Secretary*

Phone : 044-4211 1701
E-mail : vsureshpcs@gmail.com

#28, 1st Floor, Ganapathy Colony, IIIrd Street, Teynampet, Chennai - 600 018.

**Scrutinizer's Report**
**[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended]**

**Dated:** 12th August 2018

To,
The Chairman,
M/s. SAKSOFT LIMITED,
Chennai.

Dear Sir,

**Subject: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and voting through Ballot Papers at the AGM venue pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 19th Annual General Meeting of M/s. Saksoft Limited, held at 10.30 A.M. on Friday, the 10th day of August 2018 at P. Obul Reddy Hall, Vani Mahal, 103, G.N. Chetty Road, T Nagar, Chennai – 600 017.**

I, V Suresh, Practising Company Secretary, have been appointed by the Board of Directors of M/s. Saksoft Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting/ voting through Ballot Papers at the AGM venue and ascertaining the requisite majority, on the resolutions contained in the notice to the 19th Annual General Meeting (AGM) of the members of the Company, held at 10.30 A.M. on Friday, the 10th day of August 2018 at P. Obul Reddy Hall, Vani Mahal, 103, G.N. Chetty Road, T Nagar, Chennai – 600 017.

The Notice dated 30th May 2018 along with statement setting out material facts under Section 101 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "Trinity Mirror" and in a vernacular newspaper "Makkal Kural" having wide circulation, in their respective editions dated 18th July 2018.

V. SURESH ★ C.P. No. 6032 ★ Practising Company Secretary

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice of 19th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to presenting a Scrutinizer's Report on the votes cast "in favour" or"against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. National Securities Depository Limited (**'NSDL'**), the authorized agency to provide e-voting facilities, engaged by the Company.

The Company had also provided for voting through Ballot Papers at the AGM venue at the 19th Annual General Meeting, to the shareholders who had not cast their vote earlier through remote e-voting facility.

The members of the Company as on the "cut-off" date i.e. August 03rd, 2018 were entitled to vote on the resolutions (items no. 1 to 3 as set out in the notice of the 19th AGM of the Company.)

Further to the above, I submit my report as under:-

**Remote E-voting:**

i. The e-voting period remained open from Tuesday, August 7, 2018 (9.00 a.m.) to Thursday, August 9, 2018 (5.00 p.m.) (both days inclusive).

ii. The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.

iii. The Corporate member who had participated in the remote e-voting have provided scanned copy of the resolution passed at its Board of Directors Meeting for authorization to exercise its votes through e-voting.

**Voting through Ballot Papers at the AGM venue:**

i. The Company had provided the facility for voting through ballot paper at the AGM and members, who have not cast their vote by remote e-voting were allowed to exercise their right to vote at the meeting.

ii. The Ballot papers in Form MGT-12 as per Section 109(5) of the Act and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the ballot box kept at convenient places in the venue.

V. SURESH ★ Practising Company Secretary ★ C.P. No. 6032

iii. The locked ballot box was subsequently opened before me, in presence of two witnesses who were not in employment of the Company and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.

iv. There are no invalid/defective ballot papers.

Thereafter, the consolidated results containing, inter alia, list of Equity Shareholders, who voted "for", "against" or "abstained", in respect of the each of the resolutions that were put to vote, were generated from the e-voting website of M/s. National Securities Depository Limited ('**NSDL'**), (i.e.) https://www.evoting.nsdl.com and voting through Ballot Papers at the AGM venue was prepared.

The consolidated results are as follows:

**Resolution No 1:** ***Ordinary Resolution***

**Ordinary Business:** ***Adoption of Audited standalone and consolidated financial statements for the financial year ended 31st March 2018.***

| Voting Method | Total Valid Votes | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid Votes | Not voted |
|---|---|---|---|---|---|---|---|---|---|
| | | No. of folios | No. of Shares | % of total number of valid votes cast | No. of folios | No. of Shares | % of total number of valid votes cast | | |
| Remote E-Voting | 50,02,753 | 14 | 50,02,753 | 100 | - | - | - | - | - |
| Voting through Ballot Papers at the AGM Venue | 31,59,645 | 14 | 31,59,640 | 99.999 | 1 | 5 | 0.001 | - | - |
| **Total** | **81,62,398** | **28** | **81,62,393** | **99.999** | 1 | 5 | 0.001 | - | - |

V. SURESH ★ C.P. No. 6032 ★ Practising Company Secretary

**Resolution No 2:** ***Ordinary Resolution***

**Ordinary Business:** ***Declaration of Dividend***

| Voting Method | Total Valid Votes | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid Votes | Not voted |
|---|---|---|---|---|---|---|---|---|---|
| | | No. of folios | No. of Shares | % of total number of valid votes cast | No. of folios | No. of Shares | % of total number of valid votes cast | | |
| Remote E-Voting | 50,02,753 | 14 | 50,02,753 | 100 | - | - | - | - | - |
| Voting through Ballot Papers at the AGM Venue | 31,59,645 | 15 | 31,59,645 | 100 | - | - | - | - | - |
| **Total** | **81,62,398** | **29** | **81,62,398** | **100** | - | - | - | - | - |

**Resolution No 3:** ***Ordinary Resolution***

**Ordinary Business:** ***Re-appointment of Ms. Kanika Krishna as Director to retire by rotation.***

| Voting Method | Total Valid Votes | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid Votes | Not voted |
|---|---|---|---|---|---|---|---|---|---|
| | | No. of folios | No. of Shares | % of total number of valid votes cast | No. of folios | No. of Shares | % of total number of valid votes cast | | |
| Remote E-Voting | 50,02,753 | 13 | 50,00,881 | 99.963 | 1 | 1,872 | 0.037 | - | - |
| Voting through Ballot Papers at the AGM Venue | 31,59,645 | 14 | 31,59,640 | 99.999 | 1 | 5 | 0.001 | - | - |
| **Total** | **81,62,398** | **27** | **81,60,521** | **99.977** | 2 | 1,877 | 0.023 | - | - |

V. SURESH * C.P. No. 6032 * Practising Company

All the resolutions have been passed with requisite majority.

The Ballot Papers collected at the AGM Venue are in the safe custody of the undersigned, and it will be handed over to the Company.

Thanking you,

Yours Faithfully,

V Suresh
Practising Company Secretary
CP No. 6032