

11th September, 2015

To

The Listing/Compliance Department The National Stock Exchange of India Limited "Exchange Plaza" Bandra Kurla Complex Bandra (E) Mumbai – 400 051 <u>Stock Code: SAKSOFT</u>	The Listing/Compliance Department Bombay Stock Exchange Limited Floor No.25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 <u>Stock Code: 590051</u>
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Sub: outcome of 16th Annual General Meeting (AGM) held on September 10, 2015
Ref: Clause 35A of the Listing Agreement-Voting Result

Dear Sirs,

We wish to inform that at the 16th AGM of the Company held on 10th September, 2015 at P.Obul Reddy Hall, Vani Mahal, 103, G.N. Chetty Road, T.Nagar, Chennai-600 017 at 10.30 AM the following business were considered and approved by the Shareholders.

(i) Attendance of Members:

Sl. No.	Description		Particulars	
A	Date of AGM		10 th September, 2015	
B	Total number of Shareholders on record date (Cut off date)		2,594	
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	5	-	5
	Public	344	2	346
	Total	349	2	351
D.	No. of Shareholders attended the meeting through Video Conferencing No video conferencing facility was made available			



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(ii) **Voting by members:**

#	Details of Agenda	Resolution required (Ordinary/Special)	Mode of voting (show of hands/Poll/postal Ballot/E-voting)
1.	Adoption of standalone and consolidated Financial Statements of the Company including Report of Board of Directors and Auditors for the financial year ended 31 st March, 2015	Ordinary	E-voting & Poll
2.	Declaration of Dividend	Ordinary	E-voting & Poll
3.	Re-appointment of Ms. Kanika Krishna, Director who retires by rotation	Ordinary	E-voting & Poll
4.	Ratification of appointment of Suri & Co., Chartered Accountants as statutory Auditors for the financial year 2015-16	Ordinary	E-voting & Poll
5.	Re-appointment of Mr. Aditya Krishna as Managing Director	Special	E-voting & Poll
6.	Approval of Commission to non-executive Directors	Ordinary	E-voting & Poll
7.	Approval of Related party Transaction with Sak Industries Private Limited	Special	E-voting & Poll

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

The mode of voting for all resolutions was:

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

AGM Voting Results

(As per Clause 35A of Listing Agreement)

Details of the Agenda :

1.Ordinary Business: Adoption of the Audited Financial Statements of the Company for the year ended March 31, 2015 together with the Reports of the Board of the Directors and Auditors thereon; and the audited consolidated financial statements of the Company for the year ended March 31, 2015.

Resolution Required: Ordinary Resolution

Manner of voting: E-voting and Poll conducted at the AGM

Promoter/ Public	No. of shares held # (1)	No. of votes Polled (2)**	% of votes polled on o/s 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 & Promoter Group	7,611,300	7,388,130	97.07%	7,388,130	-	100%	-
Public Institutional Holders	155,297	-	-	-	-	-	-
Public –others	2,593,403	677,078	26.11%	677,078	-	100%	-
Total	10,360,000	8,065,208	77.85%	8,065,208	-	100%	-



Voting rights are in proportion to Shares held as on 03rd September, 2015.

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

The number of votes polled in favour of the ordinary resolution is 8,065,208 (100% of the total valid Votes). Thus, the Ordinary resolution has therefore been approved by the Shareholders unanimously.

2. Ordinary Business: Declaration of Dividend for the financial year 2014-15

Resolution Required : Ordinary Resolution

Manner of voting : E-voting and Poll conducted at the AGM

Promoter/ Public	No. of shares held # (1)	No. of votes Polled (2)**	% of votes polled on o/s 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 & Promoter Group	7,611,300	7,388,130	97.07%	7,388,130	-	100%	-
Public Institutional Holders	155,297	-	-	-	-	-	-
Public –others	2,593,403	677,078	26.11%	677,078	-	100%	-
Total	10,360,000	8,065,208	77.85%	8,065,208	-	100%	-

Voting rights are in proportion to Shares held as on 03rd September, 2015.

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

The number of votes polled in favour of the ordinary resolution is 8,065,208 (100% of the total valid votes). Thus, the Ordinary resolution has therefore been approved by the Shareholders unanimously.

3. Ordinary Business: Re-appointment of Ms. Kanika Krishna, Director who retires by rotation.

Resolution Required: Ordinary Resolution

Manner of voting: E-voting and Poll conducted at the AGM

Promoter/ Public	No. of shares held # (1)	No. of votes Polled (2)**	% of votes polled on o/s 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 & Promoter Group	7,611,300	7,388,130	97.07%	7,388,130	-	100%	-
Public Institutional Holders	155,297	-	-	-	-	-	-
Public –others	2,593,403	677,078	26.11%	677,078	-	100%	-
Total	10,360,000	8,065,208	77.85%	8,065,208	-	100%	-

Voting rights are in proportion to Shares held as on 03rd September, 2015.

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

The number of votes polled in favour of the ordinary resolution is 8,065,208 (100% of the total valid votes). Thus, the Ordinary resolution has therefore been approved by the Shareholders unanimously.



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4. Ordinary Business: Ratification of appointment of Statutory Auditors

Resolution Required: Ordinary Resolution

Manner of voting: E-voting and Poll conducted at the AGM

Promoter/ Public	No. of shares held # (1)	No. of votes Polled (2)**	% of votes polled on o/s 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 & Promoter Group	7,611,300	7,388,130	97.07%	7,388,130	-	100%	-
Public Institutional Holders	155,297	-	-	-	-	-	-
Public –others	2,593,403	677,078	26.11%	677,078	-	100%	-
Total	10,360,000	8,065,208	77.85%	8,065,208	-	100%	-

Voting rights are in proportion to Shares held as on 03rd September, 2015.

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

The number of votes polled in favour of the ordinary resolution is 8,065,208 (100% of the total valid votes). Thus, the Ordinary resolution has therefore been approved by the Shareholders unanimously.

5. Special Business: Re-appointment of Mr. Aditya Krishna as Managing Director

Resolution Required: Special Resolution

Manner of voting: E-voting and Poll conducted at the AGM

Promoter/ Public	No. of shares held # (1)	No. of votes Polled (2)**	% of votes polled on o/s 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 & Promoter Group	7,611,300	183,150	2.41%	183,150	-	100%	-
Public Institutional Holders	155,297	-	-	-	-	-	-
Public –others	2,593,403	677,078	26.11%	677,078	-	100%	-
Total	10,360,000	8,60,228	8.30%	860,228	-	100%	-

Voting rights are in proportion to Shares held as on 03rd September, 2015.

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

The number of votes polled in favour of the Special resolution is 860,228 (100% of the total valid votes). Thus, the Special resolution has therefore been approved by the Shareholders unanimously.



6. Special Business: Approval of Commission to non-executive Directors

Resolution Required: Ordinary Resolution

Manner of voting: E-voting and Poll conducted at the AGM

Promoter/ Public	No. of shares held # (1)	No. of votes Polled (2)**	% of votes polled on o/s 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 & Promoter Group	7,611,300	7,388,130	97.07%	7,388,130	-	100%	-
Public Institutional Holders	155,297	-	-	-	-	-	-
Public –others	2,593,403	677,078	26.11%	677,078	-	100%	-
Total	10,360,000	8,065,208	77.85%	8,065,208	-	100%	-

Voting rights are in proportion to Shares held as on 03rd September, 2015.

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

The number of votes polled in favour of the ordinary resolution is 8,065,208 (100% of the total valid votes). Thus, the Ordinary resolution has therefore been approved by the Shareholders unanimously.

7. Special Business: Approval of Related Party Transactions with Sak Industries Private Limited

Resolution Required: Special Resolution

Manner of voting: E-voting and Poll conducted at the AGM

Promoter/ Public	No. of shares held # (1)	No. of votes Polled (2)**	% of votes polled on o/s 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 & Promoter Group	7,611,300	738,110	9.70%	738,110	-	100%	-
Public Institutional Holders	155,297	-	-	-	-	-	-
Public –others	2,593,403	677,078	26.11%	677,078	-	100%	-
Total	10,360,000	1,415,188	13.66%	1,415,188	-	100%	-

Voting rights are in proportion to Shares held as on 03rd September, 2015.

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

The number of votes polled in favour of the Special resolution is 1,415,188 (100% of the total valid votes). Thus, the Special resolution has therefore been approved by the Shareholders unanimously.

Please take this information on record.

For Saksoft Limited


Vivekanandan Babu
Company Secretary

Enclosed: Scrutinizer's report.





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

Scrutinizer's Report

Dated: September 10, 2015

To,
The Chairman,
M/s. Saksoft Limited
Chennai.

Dear Sir,

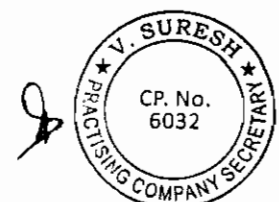
Subject: Consolidated Scrutinizer's Report on Remote E-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, and voting on Poll at the 16th Annual General Meeting of M/s. Saksoft Limited held on Thursday, the 10th September, 2015 at 10.30 AM at P.Obul Reddy Hall, Vani Mahal, 103, G.N. Chetty Road, T.Nagar, Chennai - 600 017.

I, V Suresh, a Company Secretary in practice, 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 / poll at the AGM venue and ascertaining the requisite majority, on the resolutions contained in the notice to the 16th Annual General Meeting (AGM) of the members of the Company, held on Thursday, the 10th September, 2015 at 10.30 AM at P.Obul Reddy Hall, Vani Mahal, 103, G.N.Chetty Road, T.Nagar, Chennai - 600 017.

The Notice dated 4th August 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the resolutions mentioned herein below, passed at the Annual General Meeting of the Company.

The Public Advertisement with respect to dispatch of notices and conducting of voting was published in an English newspaper "Financial express" and vernacular newspaper "Makkal kural" having wide circulation, in their respective editions dated 19th August 2015.

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 on the resolutions contained in the Notice of 16th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer is restricted to presenting a Scrutinizer's Report of 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, and also at the time of poll at AGM.



The Company had also provided facility for voting through polling paper at the meeting for the members who have not cast their vote by remote e-voting.

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

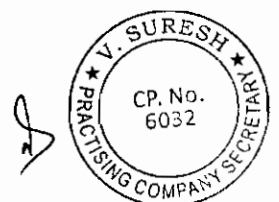
E-VOTING:

- i. The members of the Company as on the "cut-off" date i.e. 03rd September, 2015 were entitled to vote on the resolutions (items no. 1 to 7 as set out in the notice of the 16th AGM of the Company.)
- ii. The e-voting period remained open from Monday, the 7th September, 2015 (9:00 A.M.) to Wednesday, 9th September, 2015 (5.00 P.M.)
- iii. The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.
- iv. The Corporate members who had participated in the remote e-voting had provided the scanned copy of the resolution passed at the Board of Directors for authorization to exercise their votes through e-voting.

POLL

- i. The Company had provided the facility for voting through polling paper at the AGM and members, who have not cast their vote by remote e-voting was allowed to exercise their right to vote at the meeting.
- ii. The polling papers in Form MGT-12 as per the Companies (Management and Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the ballot box kept at a convenient place in the venue.
- iii. The locked ballot box was subsequently opened before me, in presence of two witnesses who were not in employment of the Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
- iv. There were no invalid polling papers.

I, submit herewith my combined report on the results of e-voting and poll as under:



Resolution No 1: Ordinary Resolution

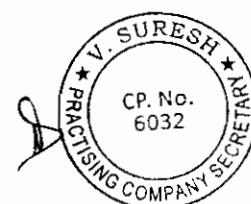
Ordinary Business: Adoption of the Audited Financial Statements of the Company for the year ended March 31, 2015 together with the Reports of the Board of the Directors and Auditors thereon; and the audited consolidated financial statements of the Company for the year ended March 31, 2015.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		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	25,72,145	8	25,72,145	100	-	-	-	-	-
Poll at the AGM Venue	54,93,063	6	54,93,063	100	-	-	-	-	-
Total	80,65,208	14	80,65,208	100	-	-	-	-	-

Resolution No 2: Ordinary Resolution

Ordinary Business: Declaration of Dividend for the financial year 2014-15

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		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	25,72,145	8	25,72,145	100	-	-	-	-	-
Poll at the AGM Venue	54,93,063	6	54,93,063	100	-	-	-	-	-
Total	80,65,208	14	80,65,208	100	-	-	-	-	-

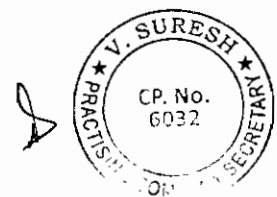


Resolution No 3: Ordinary Resolution**Ordinary Business: *Re-appointment of Ms. Kanika Krishna as Director.***

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		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	25,72,145	8	25,72,145	100	-	-	-	-	-
Poll at the AGM Venue	54,93,063	6	54,93,063	100	-	-	-	-	-
Total	80,65,208	14	80,65,208	100	-	-	-	-	-

Resolution No 4: Ordinary Resolution**Ordinary Business: *Ratification of appointment of Statutory Auditors and fixing their remuneration.***

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		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	25,72,145	8	25,72,145	100	-	-	-	-	-
Poll at the AGM Venue	54,93,063	6	54,93,063	100	-	-	-	-	-
Total	80,65,208	14	80,65,208	100	-	-	-	-	-



Special Business:

Resolution No 5: Special Resolution

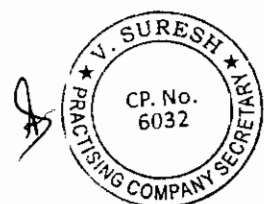
Special Business: *Re-appointment of Mr. Aditya Krishna as Managing Director.*

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		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	2,72,125	7	2,72,125	100	-	-	-	-	23,00,020
Poll at the AGM Venue	5,88,103	3	5,88,103	100	-	-	-	-	49,04,960
Total	8,60,228	10	8,60,228	100	-	-	-	-	72,04,980

Resolution No 6: Ordinary Resolution

Special Business: *Approval of Commission to non-executive Directors*

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		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	25,72,145	8	25,72,145	100	-	-	-	-	-
Poll at the AGM Venue	54,93,063	6	54,93,063	100	-	-	-	-	-
Total	80,65,208	14	80,65,208	100	-	-	-	-	-



Resolution No 7: Special Resolution

Special Business: Approval of Related party Transactions with Sak Industries Pvt Ltd

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		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	2,72,125	7	2,72,125	100	-	-	-	-	23,00,020
Poll at the AGM Venue	11,43,063	4	11,43,063	100	-	-	-	-	43,50,000
Total	14,15,188	11	14,15,188	100	-	-	-	-	66,50,020

All the resolutions have been passed with requisite majority.

The data sheet relating to e-voting/Poll at the AGM venue and other related papers/registers, records, have been handed over to the Chairman of the Meeting.

Thanking you,

Yours Faithfully,



V Suresh
Practising Company Secretary
C.P.No 6032

