

4S **FOUR SOFT LIMITED**
Internet Solutions for Logistics

Ref: FSL/NSE/13-14/072

September 18, 2013

The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051.
Ph: 022 26598100

Dear Sir / Madam,

Sub: Results of Postal Ballot - Compliance of Clause 35 A of Listing Agreement - reg.

With reference to the above mentioned subject, we bring to your kind notice that, through postal ballot on September 18, 2013, the shareholders of the Company have given their consent to transfer, sell, or otherwise dispose off the business of the Company of providing new technology based software solutions for supply chain and logistics operational processes together with all the related contracts, employees, assets, including intellectual property rights and goodwill, and liabilities ('Business Undertaking') as a going concern on a slump sale basis, for a lump sum cash consideration of rupee equivalent of USD 22.5 Mn and the investments in foreign subsidiaries which provide legacy technology based software solutions in their respective markets, together with the associated rights, title, interest and benefits, held by the Company in the share capital of Four Soft Singapore Pte Ltd, Four Soft B.V and Four Soft USA, Inc. for a consideration subject to customary purchase price adjustments of rupee equivalent of USD 20.9 Mn.

The details of results of Postal Ballot are enclosed as Annexure- 1.

Also find the Report issued by Mr. S. Sarveswar Reddy, Practicing Company Secretary, Scrutinizer for Postal Ballot, duly enclosed herewith as Annexure- 2.

This is for your information and records.

Thanking you,

Yours faithfully,

For Four Soft Limited



M. Raghuram
Company Secretary



The Details of Results of the Postal Ballot

Annexure - 1

Promoter / Public	No. of Equity Shares held	No. of Votes Polled	% of Votes polled on Outstanding Shares	No. of Votes – in favour	No. of Votes – Against	No. of Votes - invalid	% of Votes in favour on Votes polled	% of Votes against on Votes polled	% of Votes invalid on Votes polled
	(1)	(2)	(3) =	(4)	(5)	(6)	(7) =	(8) =	(9) =
			$[(2)/(1)] \times 100$				$[(4)/(7)] \times 100$	$[(5)/(7)] \times 100$	$[(6)/(7)] \times 100$
Promoter and Promoter Group	9332103	9332103	100.00	9332103	NIL	NIL	100.00	NIL	NIL
Public – Institutional Holders	10759507	7725014	71.80	7725014	NIL	NIL	100.00	NIL	NIL
Public – Others	18933422	6606473	34.89	6597328	8640	505	99.86	0.13	0.01
Total	39025032	23663590	60.64	23654445	8640	505	99.96	0.03	0.01

The Ordinary Resolution as set out in the Notice dated August 16, 2013 has been duly passed by the Members and the resolution is passed as an Ordinary Resolution as per Section 293 (1) (a) of the Companies Act, 1956 on September 18, 2013.

For **FOUR SOFT LIMITED**



M. Raghuram

Company Secretary



Annexure - 2

S.S. Reddy & Associates
Practicing Company Secretaries

6-3-354/13/A1, First Floor, Suryateja Apts.
Hindi Nagar, Panjagutta, Hyderabad - 500 034
Ph: Off: 040-40036584, Fax: 040-40036584
Mobile: 9866253999
E-mail: ssrfcs@gmail.com

SCRUTINIZER'S REPORT

To

**The Board of Directors
M/s. Four Soft Limited
5Q1, A3, 5th Floor, Cyber Towers,
Hi-Tech City, Madhapur,
Hyderabad-500081**

Dear Sir

1. The Board of Directors of Four Soft Limited ('the Company') at its meeting held on 10.08.2013 has appointed me as a Scrutinizer for conducting the postal ballot voting process as per Section 192A(2) of the Companies Act, 1956 read with Postal Ballot Rules, 2011 for passing of Ordinary Resolution u/s 293(1)(a) to approve (i) the sale of business of the Company of providing new technology based software solutions for supply chain and logistics operational processes together with all the related contracts, employees, assets including intellectual property rights and goodwill and liabilities on slump sale basis and (ii) the investments in foreign subsidiaries viz., Four Soft Pte Limited, Four Soft B V and Four Soft USA Inc, which provide legacy technology based software solutions in their respective markets, together with the associated rights, title, interests and benefits held by the Company in the share capital of the said entities.
2. I submit my report as under:

The Company has intimated to the BSE Limited of the outcome of Board meeting held on 10.08.2013 to consider slump sale of the business of providing software solutions for supply chain and logistics operational processes and sale of certain investments of the company.
3. The Company has completed on 16.08.2013 the dispatch of postal ballot forms to its Members whose name(s) appeared on the Register of Members / list of beneficiaries as on 09.08.2013.
4. The Company has published a notice in Financial Chronicle (English) and Andhra Bhoomi (Telugu) regarding dispatch of postal ballot forms to the members of the Company.
5. Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
6. The postal ballot forms were kept under safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
7. The ballot boxes were opened on 17.09.2013.
8. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company / list of beneficiaries as on 09.08.2013.



- 9 All postal ballot forms received up to the close of working hours on 16.09.2013, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- 10 No envelopes containing postal ballot forms were received after 16.09.2013.
- 11 Out of the 20,205 envelopes containing postal ballot forms dispatched by the Company, 1460 envelopes containing postal ballot forms were returned undelivered.
- 12 I did not come across any defaced or mutilated ballot paper. However we received two blank postal ballot forms without indicating assent or dissent. The said two postal ballot forms has been taken as invalid.
- 13 After the scrutiny of the postal ballot forms, I report that the Ordinary Resolution as contained in the notice has been passed with the requisite majority.

A summary of the postal ballot forms received in respect of Ordinary Resolution u/s Section 293(1)(a) as stated above is given hereunder:

Description	(a). Total postal ballot forms Received	(b). Less: Invalid postal ballot forms (as per register)	(c). Net valid postal ballot forms (as per register)	(d). Postal ballot forms with assent for the Resolution	(e). Postal ballot forms with dissent for the Resolution
Resolution					
No. of postal ballot forms	550	2	548	530	18
No. of shares	23663590	505	23663085	23654445	8640
% of Votes received			100	99.96	0.04

- 14 I have handed over the postal ballot forms and other related papers / registers and records for safe custody to Mr. P. Srikanth Reddy, Chairman & Managing Director authorised by the Board to supervise the postal ballot process.
- 15 You may accordingly declare the result of the voting by Postal Ballot.

Thanking you.

For S. S. Reddy & Associates



S. Sarveswar Reddy
Proprietor
C.P. No. 7478

Place: Hyderabad
Date: 17.09.2013