V. Suresh, FCS
PCS • Insolvency Professional • Regd. Valuer of Financial Assets
Phone : 044-4211 1701
E-mail : vsureshpcs@gmail.com
No. 28,I st 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: 13th August 2019**

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 20th Annual General Meeting of M/s. Saksoft Limited, held at 10.30 A.M. on Monday, the 12th day of August 2019 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 20th Annual General Meeting (AGM) of the members of the Company, held at 10.30 A.M. on Monday, the 12th day of August 2019 at P. Obul Reddy Hall, Vani Mahal, 103, G.N. Chetty Road, T Nagar, Chennai – 600 017.

The Notice dated 27th May 2019 along with statement setting out material facts under Section 102 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 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 20th 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.

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

The Company had also provided for voting through Ballot Papers at the AGM venue at the 20th 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 05th, 2019 were entitled to vote on the resolutions (items no. 1 to 7 as set out in the notice of the 20th 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 Friday, August 9, 2019 (9.00 a.m.) to Sunday, August 11, 2019 (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 has 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.

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 votes.

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.

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

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 2019.***

| Voting Method | Total Valid Votes | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid Votes | Abstained |
|---|---|---|---|---|---|---|---|---|---|
| | | 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 | | |
| Voting through Ballot Papers at the AGM Venue | 82,32,415 | 22 | 82,32,410 | 99.99 | 1 | 5 | 0.01 | - | - |
| Remote E-Voting | 1,83,181 | 2 | 1,83,180 | 99.99 | 1 | 1 | 0.01 | - | - |
| **Total** | 84,15,596 | 24 | 84,15,590 | 99.99 | 2 | 6 | 0.01 | - | - |

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

**Ordinary Business:** ***Confirmation of payment of Interim Dividend and Declaration of Final Dividend***

| Voting Method | Total Valid Votes | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid Votes | Abstained |
|---|---|---|---|---|---|---|---|---|---|
| | | 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 | | |
| Voting through Ballot Papers at the AGM Venue | 82,32,415 | 22 | 82,32,410 | 99.99 | 1 | 5 | 0.01 | - | - |
| Remote E-Voting | 1,83,181 | 2 | 1,83,180 | 99.99 | 1 | 1 | 0.01 | - | - |
| **Total** | 84,15,596 | 24 | 84,15,590 | 99.99 | 2 | 6 | 0.01 | - | - |

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

**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 | Abstained |
|---|---|---|---|---|---|---|---|---|---|
| | | 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 | | |
| Voting through Ballot Papers at the AGM Venue | 82,32,415 | 22 | 82,32,410 | 99.99 | 1 | 5 | 0.01 | - | - |
| Remote E-Voting | 1,83,181 | 2 | 1,83,180 | 99.99 | 1 | 1 | 0.01 | - | - |
| **Total** | 84,15,596 | 24 | 84,15,590 | 99.99 | 2 | 6 | 0.01 | - | - |

**Resolution No** 4: *Special Resolution*

**Special Business:** *Re-appointment of Mr.Amitava Mukherjee as an Independent Director for a further period of five years.*

| Voting Method | Total Valid Votes | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid Votes | Abstained |
|---|---|---|---|---|---|---|---|---|---|
| | | 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 | | |
| Voting through Ballot Papers at the AGM Venue | 82,32,415 | 22 | 82,32,410 | 99.99 | 1 | 5 | 0.01 | - | - |
| Remote E-Voting | 1,83,181 | 2 | 1,83,180 | 99.99 | 1 | 1 | 0.01 | - | - |
| **Total** | 84,15,596 | 24 | 84,15,590 | 99.99 | 2 | 6 | 0.01 | - | - |

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

**Resolution No 5:** *Special Resolution*

**Special Business:** ***Re-appointment of Mr.Ajit Thomas as an Independent Director for a further period of five years.***

| Voting Method | Total Valid Votes | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid Votes | Abstained |
|---|---|---|---|---|---|---|---|---|---|
| | | 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 | | |
| Voting through Ballot Papers at the AGM Venue | 82,32,415 | 22 | 82,32,410 | 99.99 | 1 | 5 | 0.01 | - | - |
| Remote E-Voting | 1,83,181 | 2 | 1,83,180 | 99.99 | 1 | 1 | 0.01 | - | - |
| **Total** | 84,15,596 | 24 | 84,15,590 | 99.99 | 2 | 6 | 0.01 | - | - |

**Resolution No 6:** *Special Resolution*

**Special Business:** *Amendment to ESOP 2009 SCHEME*

| Voting Method | Total Valid Votes | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid Votes | Abstained |
|---|---|---|---|---|---|---|---|---|---|
| | | 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 | | |
| Voting through Ballot Papers at the AGM Venue | 82,32,415 | 22 | 82,32,410 | 99.99 | 1 | 5 | 0.01 | - | - |
| Remote E-Voting | 1,83,181 | 2 | 1,83,180 | 99.99 | 1 | 1 | 0.01 | - | - |
| **Total** | 84,15,596 | 24 | 84,15,590 | 99.99 | 2 | 6 | 0.01 | - | - |

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

**Resolution No 7:** ***Special Resolution***

**Special Business:** ***Increase in Remuneration to person holding office of place of profit***

| Voting Method | Total Valid Votes | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid Votes | Abstained (*) |
|---|---|---|---|---|---|---|---|---|---|
| | | 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 | | |
| Voting through Ballot Papers at the AGM Venue | 60,13,775 | 21 | 60,13,770 | 99.99 | 1 | 5 | 0.01 | - | 22,18,640 |
| Remote E-Voting | 1,83,181 | 1 | 1,83,150 | 99.99 | 2 | 31 | 0.01 | - | - |
| **Total** | 61,96,956 | 22 | 61,96,920 | 99.99 | 3 | 36 | 0.01 | - | 22,18,640 |

*A Related Party abstained from voting.

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

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