

12th August, 2016

To

The Listing Department The National Stock Exchange of India Limited "Exchange Plaza" Bandra Kurla Complex Bandra (E) Mumbai - 400 051 <u>Stock Code: SAKSOFT</u>	The Manager Listing 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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Dear Sir/Madam,

Sub: 17th Annual general Meeting ("AGM") and Voting results

In continuation to our letter dated July 19, 2016, 17th AGM of the Company was held today and the business mentioned in the Notice dated 27th May, 2016 were transacted.

In this regard, Please find enclosed the following:

1. Summary of Proceedings as required under Regulation 30, Part-A of Schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") as Annexure-1.
2. Voting results as required under Regulation 44 of LODR as Annexure-2.
3. Report of Scrutinizer dated August 12, 2016, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (Xii) of the Companies (Management and Administration) Rules, 2014.
4. Annual Report for the financial year 2015-16 as required under Regulation 34 of LODR duly approved and adopted by the Members as per the provisions of the Companies Act, 2013.

Please take this information on record.

For Saksoft Limited


Vivekanandan Babu
Company Secretary



Annexure-1
Summary of Proceedings of the 17th Annual general meeting (“AGM”)

The 17th AGM of the Members of Saksoft Limited was held on Friday, August 12, 2016 at 10.00AM IST at the P.Obul Reddy Hall, Vani Mahal, 103, G.N. Chetty Road, T.Nagar, Chennai – 600 017. Mr. Aditya Krishna, Chairman and Managing Director, Chaired the Meeting. The requisite quorum being present, the Chairman called the meeting to order. Chairman introduced the Director on the dais. All the Directors of the Company attended the meeting. The Chairman delivered his speech by highlighting the performance of the Company in the financial year 2015-16.

The Chairman informed that the Company had provided the members the remote e-voting facility to cast their vote electronically on all resolutions set forth in the Notice. The remote e-voting facility was kept open between August 09, 2016 (9.00 AM) and August 11, 2016 (5.00 PM). The members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes through ballot papers distributed at the venue of the Meeting. Mr.V.Suresh, Scrutinizer was present at the Venue of the meeting to supervise the ballot voting process. The Chairman informed that the Voting results will be announced, within forty eight hours of the conclusion of this AGM.

The following items of business, as per the Notice of AGM dated May 27, 2016, were transacted at the meeting.

1. To adopt Standalone and Consolidated Financial Statements of the Company including Report of Board of Directors and Auditors;
2. To Declare Dividend on Equity Shares;
3. To Reappoint Ms. Kanika Krishna, Director who retires by rotation;
4. To ratify the appointment of M/s. Suri & Co., Chartered Accountants as Statutory Auditors for the financial year 2016-17; &
5. To appoint Mr. V.V.R. Babu as an Independent Director.

Clarifications were provided to the queries raised by the members. The meeting was concluded with the vote of thanks.

For Saksoft Limited



Vivekanandan Babu
Company Secretary



Annexure-2

Voting results as required under Regulation 44 of LODR

(i) Attendance of Members:

Sl. No.	Description	Particulars		
A	Date of AGM	12 th August, 2016		
B	Total number of Shareholders on record date (Cut-off date)	4258		
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	3	-	3
	Public	398	1	399
	Total	401	1	402
D.	No. of Shareholders attended the meeting through Video Conferencing No video conferencing facility was made available			




(ii) Voting by members

#	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, 2016.	Ordinary	E-voting & Poll
2.	To declare Dividend	Ordinary	E-voting & Poll
3.	To 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
4.	To ratify the appointment of auditors of the Company and fix their remuneration	Ordinary	E-voting & Poll
5.	To appoint Mr. V.V.R Babu as an Independent Director	Ordinary	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 Regulation 44 of LODR)

Details of the Agenda:

1. Ordinary Business: 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, 2016.

Resolution Required: Ordinary Resolution

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

Promoter/ Public	Mode of Voting	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	E-voting	7,588,800	183,150	2.41	183,150	-	100	-
	Poll		6,673,070	87.93	6,673,070	-		
	Total		6,856,220	90.34	6,856,220	-		
Public Institutional Holders	E-voting	38,000	-	-	-	-	-	-
	Poll		-	-	-	-		
	Total		-	-	-	-		
Public -others	E-voting	2,768,200	841	0.03	841	-	100	-
	Poll		595,690	21.52	595,690	-		
	Total		596,531	21.55	596,531	-		
Total		10,395,000	7,452,751	71.70	7,452,751	-	100	-



Voting rights are in proportion to Shares held as on 05th August, 2016.

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

The number of votes polled in favour of the ordinary resolution is **7,452,751** (100% of the total valid Votes).

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

2. Ordinary Business: To declare Dividend for the financial year 2015-16

Resolution Required : Ordinary Resolution

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

Promoter/ Public	Mode of Voting	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	E-voting	7,588,800	183,150	2.41	183,150	-	100	-
	Poll		6,673,070	87.93	6,673,070	-		
	Total		6,856,220	90.34	6,856,220	-		
Public Institutional Holders	E-voting	38,000	-	-	-	-	-	-
	Poll		-	-	-	-		
	Total		-	-	-	-		
Public –others	E-voting	2,768,200	847	0.03	847	-	100	-
	Poll		595,690	21.52	595,690	-		
	Total		596,537	21.55	596,537	-		
Total		10,395,000	7,452,757	71.70	7,452,757	-	100	-

Voting rights are in proportion to Shares held as on 05th August, 2016.

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

The number of votes polled in favour of the ordinary resolution is **7,452,757** (100% of the total valid votes). Thus, the

Ordinary resolution has therefore been approved by the Shareholders.

3. Ordinary Business: To appoint a Director in the place of Ms. Kanika Krishna (DIN: 06954593) who retires by rotation and being eligible, offers herself for re-appointment.

Resolution Required: Ordinary Resolution

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

Promoter/ Public	Mode of Voting	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	E-voting	7,588,800	183,150	2.41	183,150	-	100	-
	Poll		6,673,070	87.93	6,673,070	-		
	Total		6,856,220	90.34	6,856,220	-		
Public Institutional Holders	E-voting	38,000	-	-	-	-	-	-
	Poll		-	-	-	-		
	Total		-	-	-	-		
Public –others	E-voting	2,768,200	841	0.03	784	57	93.22	6.78
	Poll		595,690	21.52	595,690	-	100	-
	Total		596,531	21.55	596,474	57	99.99	0.01
Total		10,395,000	7,452,751	71.70	7,452,694	57	99.99	0.01



Voting rights are in proportion to Shares held as on 05th August, 2016.

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

The number of votes polled in favour of the ordinary resolution is **7,452,694** (99.99% of the total valid votes). Thus, the Ordinary resolution has therefore been approved by the Shareholders.

4. Ordinary Business: To ratify the appointment of auditors of the Company and fix their Remuneration.

Resolution Required: Ordinary Resolution

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

Promoter/ Public	Mode of Voting	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	E-voting	7,588,800	183,150	2.41	183,150	-	100	-
	Poll		6,673,070	87.93	6,673,070	-		
	Total		6,856,220	90.34	6,856,220	-		
Public Institutional Holders	E-voting	38,000	-	-	-	-	-	-
	Poll		-	-	-	-		
	Total		-	-	-	-		
Public –others	E-voting	2,768,200	841	0.03	841	-	100	-
	Poll		595,690	21.52	595,690	-		
	Total		596,531	21.55	596,531	-		
Total		10,395,000	7,452,751	71.70	7,452,751	-	100	-

Voting rights are in proportion to Shares held as on 05th August, 2016.

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

The number of votes polled in favour of the ordinary resolution is **7,452,751** (100% of the total valid votes). Thus, the Ordinary resolution has therefore been approved by the Shareholders.

5.Special Business: To appoint Mr. V.V.R Babu as an Independent Director

Resolution Required: Special Resolution

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

Promoter/ Public	Mode of Voting	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	E-voting	7,588,800	183,150	2.41	183,150	-	100	-
	Poll		6,673,070	87.93	6,673,070	-		
	Total		6,856,220	90.34	6,856,220	-		
Public Institutional Holders	E-voting	38,000	-	-	-	-	-	-
	Poll		-	-	-	-		
	Total		-	-	-	-		
Public –others	E-voting	2,768,200	847	0.03	790	57	93.27	6.73
	Poll		595,690	21.52	595,690	-	100	-
	Total		596,573	21.55	596,480	57	99.98	0.01
Total		10,395,000	7,452,757	71.70	7,452,700	57	99.99	0.01

Voting rights are in proportion to Shares held as on 05th August, 2016

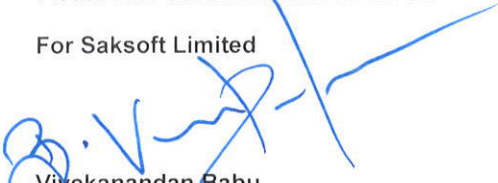
**under this Column, the Valid votes polled are mentioned.



The number of votes polled in favour of the ordinary resolution is **7,452,700** (99.99% of the total valid votes). Thus, the Ordinary resolution has therefore been approved by the Shareholders unanimously.

Please take this information on record.

For Saksoft Limited



Virekanandan Babu
Company Secretary

Enclosed: Scrutinizer's report.





#28, 1st Floor, Ganapathy Colony, Illrd 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 2016

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

Dear Sir,

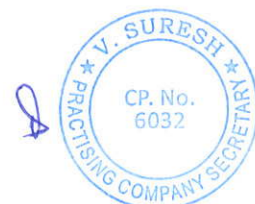
Subject: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and voting through Ballot Papers at the AGM venue at the 17th Annual General Meeting of M/s. Saksoft Limited, held at 10.00 A.M. on Friday, the 12th day of August 2016 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, as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto in respect of the resolutions contained in the notice to the 17th Annual General Meeting (AGM) of the members of the Company, held at 10.00 A.M. on Friday, the 12th day of August 2016 at P. Obul Reddy Hall, Vani Mahal, 103, G.N. Chetty Road, T Nagar, Chennai – 600 017.

The Notice dated 27th May 2016 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 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 20th July 2016.

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 17th 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 17th 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 05, 2016 were entitled to vote on the resolutions (items no. 1 to 5 as set out in the notice of the 17th AGM of the Company.)

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

Remote E-voting:

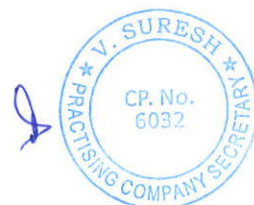
- i. The e-voting period remained open from Tuesday, August 9, 2016 (9.00 a.m.) to Thursday, August 11, 2016 (5.00 p.m.) (both days inclusive).
- ii. The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.
- iii. 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.
- 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.

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

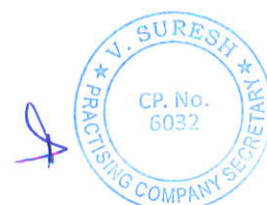
Ordinary Business: Adoption of standalone and consolidated financial statements of the Company and Reports of the Board of Directors and the Auditors thereon and the Report of the Secretarial Auditor for the year ended 31.03.2016.

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	1,83,991	15	1,83,991	100	-	-	-	-	6
Voting through Ballot Papers at the AGM Venue	72,68,760	13	72,68,760	100	-	-	-	-	-
Total	74,52,751	28	74,52,751	100	-	-	-	-	6

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	1,83,997	16	1,83,997	100	-	-	-	-	-
Voting through Ballot Papers at the AGM Venue	72,68,760	13	72,68,760	100	-	-	-	-	-
Total	74,52,757	29	74,52,757	100	-	-	-	-	-



Resolution No 3: Ordinary Resolution**Ordinary Business: Re-appointment of Ms. Kanika Krishna (DIN: 06954593) as Director of the Company.**

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	1,83,991	14	1,83,934	99.97	1	57	0.03	-	6
Voting through Ballot Papers at the AGM Venue	72,68,760	13	72,68,760	100	-	-	-	-	-
Total	74,52,751	27	74,52,694	99.99	1	57	0.01	-	6

Resolution No 4: Ordinary Resolution**Ordinary Business: Ratification of the appointment of auditors of the Company and fixing their remuneration**

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	1,83,991	15	1,83,991	100	-	-	-	-	6
Voting through Ballot Papers at the AGM Venue	72,68,760	13	72,68,760	100	-	-	-	-	-
Total	74,52,751	28	74,52,751	100	-	-	-	-	6



Resolution No 5: Ordinary Resolution

Special Business: Appointment of Mr. V.V.R. Babu as an Independent Director

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	1,83,997	15	1,83,940	99.97	1	57	0.03	-	-
Voting through Ballot Papers at the AGM Venue	72,68,760	13	72,68,760	100	-	-	-	-	-
Total	74,52,757	28	74,52,700	99.99	1	57	0.01	-	-

All the resolutions have been passed with requisite majority.

The data sheet relating to e-voting/Ballot Papers 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

