

8th August, 2017

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

The 18th Annual General Meeting (AGM) of the Company was held on Monday, August 7, 2017 at 11.00AM [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 state as follows-

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") Annexure-1.
2. Voting results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) as Annexure-2.
3. Report of Scrutinizer dated August 7, 2017, 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



Annexure-1
Summary of Proceedings of the 18th Annual general meeting ("AGM")

The 18th AGM of the Members of Saksoft Limited was held on Monday, August 7, 2017 at 11 AM [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 2016-17.

Pursuant to the provisions of Companies Act, 2013 read with relevant Rules and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the members were provided the facility of remote e-voting to cast their vote electronically on all resolutions set forth in the Notice during the period commencing from August 04, 2017 (9.00 AM) and ending on August 6, 2017 (5.00 PM). The members who were present at the Annual General Meeting (AGM) and had not cast their votes electronically were provided an opportunity to cast their votes through ballot paper process at the AGM venue. Mr.V.Suresh, Scrutinizer supervised the ballot voting process.

Clarifications were provided to the queries raised by the members.

The following resolutions were approved by requisite majority by the shareholders through electronic voting facility as well as through ballot paper voting at Annual General Meeting venue and accordingly all the resolutions were declared to be passed on 7th August, 2017 which is the date of Annual General Meeting.

1. Adoption of Audited Standalone and Consolidated Financial Statements for the financial year ended 31st March, 2017.
2. Declaration of Dividend
3. Re- Appointment of Ms. Kanika Krishna as Director to retire by rotation
4. Appointment of Messrs. R.G.N. Price & Co., as Statutory Auditors of the Company

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	7th August, 2017		
B	Total number of Shareholders on record date (Cut-off date)	4216		
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	421	0	421
	Total	425	0	425
D.	No. of Shareholders attended the meeting through Video Conferencing No video conferencing facility was made available			



(ii) **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, 2017.	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 appoint M/s. RGN Price & Co., as Statutory auditors of the Company and fix their remuneration.	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, 2017.

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	7588800	183150	2.41	183150	0	100	0
	Poll		5851100	0	5851100	0		
	Total		6034250	79.52	6034250	0		



Public Institutional Holders	E-voting	40451	0	0	0	0	0	0
	Poll		0	0	0	0		
	Total		0	0	0	0		
Public – others	E-voting	2825749	68148	2.41	68148	0	100	0
	Poll		200033	0	200033	0		
	Total		268181	9.49	268181	0		
Total		10455000	6302431	60.28	6302431	0	100	0

Voting rights are in proportion to Shares held as on 28th July, 2017.

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

The number of votes polled in favour of the ordinary resolution is **6302431** (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 2016-17

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	7588800	183150	2.41	183150	0	100	0
	Poll		5851100	0	5851100	0		
	Total		6034250	79.52	6034250	0		
Public Institutional Holders	E-voting	40451	0	0	0	0	100	0
	Poll		0	0	0	0		
	Total		0	0	0	0		
Public – others	E-voting	2825749	68148	2.41	68148	0	100	0
	Poll		200033	0	200033	0		
	Total		268181	9.49	268181	0		
Total		10455000	6302431	60.28	6302431	0	100	0

Voting rights are in proportion to Shares held as on 28th July, 2017.

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

The number of votes polled in favour of the ordinary resolution is **6302431** (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	7588800	183150	2.41	183150	0	100	0
	Poll		5851100	0	5851100	0		
	Total		6034250	79.52	6034250	0		
Public Institution al Holders	E-voting	40451	0	0	0	0	100	0
	Poll		0	0	0	0		
	Total		0	0	0	0		
Public – others	E-voting	2825749	68148	2.41	68148	0	100	0
	Poll		200033	0	200033	0		
	Total		268181	9.49	268181	0		
Total		10455000	6302431	60.28	6302431	0	100	0

Voting rights are in proportion to Shares held as on 28th July, 2017.

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

The number of votes polled in favour of the ordinary resolution is **6302431** (100% of the total valid votes). Thus, the Ordinary resolution has therefore been approved by the Shareholders.

4. Ordinary Business: To appoint M/s. RGN Price & Co., as Statutory 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	7588800	183150	2.41	183150	0	100	0
	Poll		5851100	0	5851100	0		
	Total		6034250	79.52	6034250	0		
Public Institutiona l Holders	E-voting	40451	0	0	0	0	100	0
	Poll		0	0	0	0		
	Total		0	0	0	0		
Public – others	E-voting	2825749	68148	2.41	68134	14	99.99	0.01
	Poll		200033	0	200033	0		
	Total		268181	9.49	268167	0		
Total		10455000	6302431	60.28	6302417	14	100	0



Voting rights are in proportion to Shares held as on 28th July, 2017.

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

The number of votes polled in favour of the ordinary resolution is **6302417** (99.99% of the total valid votes). Thus, the Ordinary resolution has therefore been approved by the Shareholders.

Kindly take this information on record.

Encl: 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: 07th August 2017

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 18th Annual General Meeting of M/s. Saksoft Limited, held at 11.00 A.M. on Monday, the 07th day of August 2017 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 18th Annual General Meeting (AGM) of the members of the Company, held at 11.00 A.M. on Monday, the 07th day of August 2017 at P. Obul Reddy Hall, Vani Mahal, 103, G.N. Chetty Road, T Nagar, Chennai – 600 017.

The Notice dated 26th May 2017 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 15th July 2017.

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 18th 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 18th 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. July 31, 2017 were entitled to vote on the resolutions (items no. 1 to 4 as set out in the notice of the 18th 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 4, 2017 (9.00 a.m.) to Sunday, August 6, 2017 (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.
- 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 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 31.03.2017.

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	2,51,298	10	2,51,298	100	-	-	-	-	-
Voting through Ballot Papers at the AGM Venue	60,51,133	11	60,51,133	100	-	-	-	-	-
Total	63,02,431	21	63,02,431	100	-	-	-	-	-

Resolution No 2: Ordinary Resolution

Ordinary Business: Declaration of Dividend of Rs. 3/- per equity share (30%) of Rs. 10/- each for the year ended 31st March 2017.

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	2,51,298	10	2,51,298	100	-	-	-	-	-
Voting through Ballot Papers at the AGM Venue	60,51,133	11	60,51,133	100	-	-	-	-	-
Total	63,02,431	21	63,02,431	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	2,51,298	10	2,51,298	100	-	-	-	-	-
Voting through Ballot Papers at the AGM Venue	60,51,133	11	60,51,133	100	-	-	-	-	-
Total	63,02,431	21	63,02,431	100	-	-	-	-	-

Resolution No 4: Ordinary Resolution**Ordinary Business: Appointment of M/s. R.G.N. Price & Co, as Statutory 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	2,51,298	9	2,51,284	99.99	1	14	0.01	-	-
Voting through Ballot Papers at the AGM Venue	60,51,133	11	60,51,133	100	-	-	-	-	-
Total	63,02,431	20	63,02,417	99.99	1	14	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

