



Saksoft Limited

CIN: L72200TN1999PLC054429

Registered Office: SP Infocity II Floor, Block - A, # 40 Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096

Email id: complianceofficer@saksoft.co.in; investorqueries@saksoft.co.in

Website: www.saksoft.com; Phone : 044-24543500; Fax: 044-24543510

Notice to the Shareholders

NOTICE is hereby given that the Seventeenth Annual General Meeting (AGM) of the members of the Company will be held on Friday, the 12th day of August, 2016 at 10.00 A.M at P.Obul Reddy Hall, Vani Mahal, 103, G.N. Chetty Road, T.Nagar, Chennai – 600 017 to transact the following business:

Ordinary Business:

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 for the year ended March 31, 2016 by passing the following as an ordinary resolution:

“RESOLVED THAT pursuant to Section 129 and other applicable provisions, if any of the Companies Act, 2013, the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March 2016 and the Reports of the Board of Directors and the Auditors thereon and the Report of the Secretarial Auditor be and are hereby received, considered and adopted.”

2. To declare dividend by passing the following as an Ordinary resolution:

“RESOLVED THAT pursuant to the recommendation of the Board of Directors a dividend of ₹3.00/- per equity share (30%) of ₹10/- each be and is hereby declared out of the profits for the year ended 31st March, 2016 and the same be paid;

- i. in respect of shares held in physical form, to those members whose names appear on the register of members on 12th August, 2016
- ii. in respect of shares held in electronic form, to those members whose names appear in the list of beneficial owners furnished by National Securities Depository limited (NSDL) and Central Depository services (India)

limited(CDSL), the depositories as at close of business hours on 04th August, 2016.”

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 by passing the following as an ordinary resolution:

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder and the Articles of Association of the Company, Ms. Kanika Krishna (DIN: 06954593), a Director retiring by rotation being eligible and offering for reelection, be and is hereby re-appointed as a Director of the Company.”

4. To ratify the appointment of auditors of the Company and fix their remuneration by passing the following resolution as an ordinary resolution:

“RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any and the Rules made thereunder, pursuant to the recommendations of the audit committee of the Board of Directors and pursuant to the resolution passed by the members at the AGM held on September 26, 2014, the appointment of M/s. Suri & Co., Chartered Accountants (Firm Registration No. 004283S), as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 18th Annual General Meeting to be held in the calendar year 2017 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017 as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors.”

Special Business:

5. **Appointment of Mr. V.V.R. Babu as an Independent Director:-**
To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. V.V.R. Babu (holding DIN 07234186), in respect

of whom the Company has received a notice in writing from a member proposing his appointment, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years from 27th May, 2016 to 26th, May 2021."

By order of the Board of Directors
For **Saksoft Limited**

Date: 27th May, 2016
Place: Chennai

Vivekanandan Babu
Company Secretary

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special business to be transacted at the AGM is given as "Annexure-1". Notice has been received under Section 160 of the Companies Act, 2013 with regard to the appointment of Director proposed under item no.5.
2. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief resume/details of the Directors being appointed, re-appointed are given in "Annexure 2"
3. **Proxy**
 - 3.1 **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGREEGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
 - 3.2 **PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE OFFICE OF THE REGISTRAR AND SHARE TRANSFER AGENTS OF THE COMPANY VIZ. CAMEO CORPORATE SERVICES LIMITED , "SUBRAMANIAM BUILDING" NO.1, CLUB HOUSE ROAD, CHENNAI 600 002 AT LEAST FORTY EIGHT (48) HOURS BEFORE COMMENCEMENT OF THE MEETING.**
 - 3.3 **PROXIES SUBMITTED ON BEHALF OF COMPANIES, TRUST/ SOCIETIES ETC. MUST BE SUPPORTED BY APPROPRIATE**
- 3.4 During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Members/Proxies/authorized representatives should bring the duly filled Attendance slip enclosed herewith to attend the meeting.
5. **Voting through electronic means**
 - 5.1 In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI(Listing obligations and disclosure requirements) Regulation, 2015 ("LODR"), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - 5.2 **The detailed process and manner for e-voting by electronic means is furnished as Annexure-3 to the Notice.**
 - 5.3 The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- 5.4 The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- 5.5 The remote e-voting period commences on 09th August, 2016 (9:00 am) and ends on 11th August, 2016 (5:00pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 05th August, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- 5.6 The cut off date is 05th August, 2016 as on which the right of the voting of members shall be reckoned and a person who is not a member as on the cut-off date should treat this notice for information purposes only.
- 6. Voting Results**
- 6.1 Mr. V. Suresh, Practising Company Secretary, (CP No.6032) has been appointed as the Scrutinizer of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- 6.2 The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- 6.3 The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 6.4 The Voting results will be submitted to The National Stock Exchange of India (NSE) and BSE Limited(BSE) within 48 hours of conclusion of the AGM in the format specified by SEBI.
- 6.5 The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.saksoft.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing.
7. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from 05th August, 2016 to 12th August, 2016 (both days inclusive) in connection with AGM & payment of dividend.
8. Members holding Shares in electronic form may please note that, as per the applicable regulations of the Depositories, the bank details as furnished by the respective depositories to the company will be printed on the dividend warrants issued from time to time. The company/ the Registrar will not entertain any direct request from members for deletion of or change in such bank details. It may please be noted that, dividend instructions, if any, already given by members in respect of shares in physical form will not be automatically applicable to the dividend payable on shares in electronic form. Members may, therefore, give instructions directly to their Depository Participants regarding bank accounts for crediting the dividend.
9. Members are requested to address all correspondence, including dividend- related correspondence, to the Registrar and Share transfer agent, Cameo Corporate Services Limited, "Subramanian Building" No.1, Club House Road, Chennai 600 002 or through email : investor@cameoindia.com
10. Members holding shares in physical form are requested to immediately notify change in their address to the Company's Share Transfer Agents, Cameo Corporate Services Limited, "Subramanian Building" No.1, Club House Road, Chennai 600 002 and those who wish to receive dividend in electronic mode are requested to forward a specimen cheque leaf duly marked as such to Registrar at the above address.
11. Under Section 205A of the Companies Act, 1956 the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company has accordingly transferred ₹5,812 (Rupees five thousand and eight hundred and twelve only) being the unpaid and unclaimed dividend amount pertaining to the year 2007-08 to IEPF on 13th November, 2015. As per the above regulations no claim shall lie against the Company or the IEPF in relation to the amount remitted to IEPF.
- The details of unpaid dividend relating to the years 2008-09 to 2013-14 as on 10th September, 2015 being the date of the last AGM is available on the website of the Company <http://www.saksoft.com/company/investor-relations/>
- Dividend for the year 2008-09 remaining unclaimed and unpaid will be transferred to IEPF during the end of month of August or in the first week of September 2016. Shareholders who are yet

to encash their dividend warrants are required to contact the Company or Company's Registrars and Transfer Agents, Cameo Corporate Services Limited at an early date and lodge their claims. Since the corresponding provisions of the Companies Act, 2013 have not been notified till date, the transfer will be made under section 205A of the Companies Act, 1956 and accordingly no claims shall lie against the fund or the Company and it will not be possible for the Shareholders to make any further claims in this regard after the said transfer, unless the new provisions are notified prior to the transfer. Any unclaimed/ unpaid dividend amount shall be paid only on receipt of a valid request in this regard and the satisfactory compliance of the requisite procedure, as prescribed by Company's Registrars and Transfer Agents, Cameo Corporate Services Limited.

12. Member(s) must quote their Folio number/DP ID & Client ID and contact details such as email address, contact no. etc., in all correspondences with the Company / Company's Registrars and Transfer Agents, Cameo Corporate Services Limited.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Company's Registrars and Transfer Agents, Cameo Corporate Services Limited.
14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
15. Pursuant to the Provisions of Section 72 of the Companies Act, 2013 the Member(s) holding shares in Physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or Company's Registrars and Transfer Agents, Cameo Corporate Services Limited. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.
16. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's

Registrars and Transfer Agents, Cameo Corporate Services Limited for consolidation into a single folio.

17. Pursuant to Section 101 of Companies Act, 2013 read with the relevant Rules, the Company is allowed to serve documents like notices, annual reports, etc., in electronic form to its Members. Accordingly, the said documents of the Company for the financial year ended March 31, 2016 will be sent in electronic form to those Members who have registered their e-mail addresses with their DPs and made available to the Company by the Depositories. However, in case a Member wishes to receive a physical copy of the said documents, the Member is requested to send an e-mail duly quoting his DP ID and Client ID or the Folio number, as the case may be, to complianceofficer@saksoft.co.in/investor@cameoindia.com. Accordingly, the Company shall update its database by incorporating/ updating the designated e-mail addresses in its records. Please note that the said documents will also be uploaded on the website of the Company at www.saksoft.com and made available for inspection at the Registered Office of the Company during business hours of the Company.
18. For members who have not registered their email addresses, Physical copies of the Annual Report 2015-16 are being sent by the permitted mode.
19. Guidelines for attending the Seventeenth Annual General meeting (AGM) of the Company.
 - a) Members/ proxies are requested to affix their signature at the space provided in the attendance slip and handover the same at the entrance of the venue of the Seventeenth AGM.
 - b) Corporate Member(s) intending to send their authorized representatives to attend are requested to send a certified copy of Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
 - c) Member(s) are requested to bring the copy/notes of the Annual report to the AGM.
 - d) The identity/signature of the Members holding shares in demat form are liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the Depository Participant (DP ID), account number (Client ID) and the relevant identity card to the AGM for easier identification and recording of attendance at the AGM.
 - e) Shareholder seeking any information with regard to accounts are requested to write to the Company well in advance so as to enable the management to reply.

20. All documents as mentioned in the resolutions and/or Explanatory Statement including Auditors' Report and Secretarial Auditors' report are available for inspection by the Members at the Registered Office of the Company from 10.00 AM to 12.00 noon on any working day and will also be made available at the venue of the Seventeenth AGM.
21. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
22. The Register of contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
23. Any Member(s) who require any special assistance of any kind at the venue of the Seventeenth AGM are requested to send details of their special needs in writing to the Company at least three days before the date of the Seventeenth AGM.

"ANNEXURE 1"

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 5

The Board of Directors appointed Mr. V.V.R. Babu as an Independent Director in the Board Meeting dated 27th May, 2016.

Mr. V.V.R. Babu (DIN: 07234186) was appointed as an Additional Director of the Company at the Board Meeting held on 27th May, 2016. As per Section 150 of the Companies Act, 2013, the appointment is required to be approved by the shareholders and hence the same is placed for consideration at the AGM. In terms of the relevant provisions of the Act, Mr. V.V.R. Babu will not be liable to retirement by rotation. Brief profile of Mr. V.V.R. Babu is given in the Annexure. Mr. V.V.R. Babu complies with the criteria

for Independent Director specified under Section 149 (6) of the Act and LODR. Considering his qualification, experience, stature and standing he is qualified to be appointed as the Independent Director of the Company and his association and guidance will be of great value to the Company. The Board recommends the resolutions for the consideration of the Members. Except, Mr. V.V.R. Babu, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item No. 5. This Explanatory Statement together with the Directors profile may also be regarded as a disclosure under LODR and secretarial standards.

"ANNEXURE 2"

In terms Regulation 36(3) of LODR, a brief resume of the Directors who are proposed to be appointed/ reappointed at this AGM are given below:

Ms. Kanika Krishna

DIN: 06954593

Ms. Kanika Krishna, aged 28 years, has an MBA in Financial Management from Pace University, New York, USA. Prior to this she has completed the Master's program in International Business from the Manchester Business School, UK. She is also an alumna of Stella Maris College, Chennai where she completed her Bachelor of commerce degree. Ms. Kanika Krishna joined Sak Abrasives Limited in 2012 and is responsible for the company's growth in new markets and new areas. In the short time that she has been with the company, Kanika has grown the export business multi fold with focus on the UK and US markets. She has appointed manufacturer representatives

and distributors in these markets to sell the company's products and established a fully stocked warehouse for the company's products in New Jersey, USA. She has demonstrated a quick understanding of the business and good leadership in her role with the Company. Prior to joining Sak Abrasives, Kanika worked with Deutsche Bank in India and Merrill Lynch in New York.

Ms. Kanika Krishna is the daughter of Mr. Aditya Krishna, Promoter and Managing Director of the Company. Ms. Kanika does not hold any shares in the Company. Ms. Kanika is not holding Directorship in any other Company. She is a member of CSR Committee of Saksoft Limited.

Mr. V.V.R. BABU

DIN: 07234186

Mr. V.V.R. Babu, aged 61 years, has Master of Science (M.Sc. Tech), Applied Mathematics and Operations Research from National Institute of Technology Warangal, Master of Philosophy (M.Phil.), Computer Science from Central University of Hyderabad, Executive Development Program, Business Administration and Management from Harvard Business School. Mr. Babu has over 36 years of experience in the ITC Group. He held several strategic positions and was one of the key founder member of ITC Infotech India Limited (a 100% subsidiary of ITC Limited). In the last 15 years he held the positions of Senior Vice President and member of Management Committee of ITC Infotech and Chief Information Officer (CIO) of the ITC Group. Mr. Babu has also held several leadership positions in the

IT Organization including Divisional CIO of the FMCG and Agri Based divisions respectively. Mr. Babu is an active spokesman in various industry forum championing the cause of Information Technology as a strategic tool for superior value creation, besides influencing the policy makers with thoughts, suggestions and actions that can help and further growth of IT Industry in the country. He had the privilege of being part of a select Industry team that interacted with the Government of West Bengal during the creation of the Information Technology Policy of the state in 2000 and enhanced and modified IT/ITES Policy of 2003.

Mr. Babu is not related to any of the Directors of the Company and does not hold any shares in the Company. Mr. Babu is a Director in GS Farm Taaza Produce Private Limited. He does not hold Directorship/Committee membership in any other entity.

ANNEXURE-3

The process and manner for e-voting by electronic means are as under:

1. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "SAKSOFT LIMITED".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in
2. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
EVEN (Remote e-voting Event Number) USER ID
PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222- 990.
4. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
5. The Members can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
6. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 05th August, 2016.
7. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 05th August, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investor@cameoindia.com
8. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM
9. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
10. Mr.Vivekanandan Babu, Company Secretary of the Company will be the person responsible to address the grievances connected with the voting by electronic means. His contact particulars are as follows: email id complianceofficer@saksoft.co.in; Ph : +91-44-2454 3500 or write to the company's registered office address.

Route map of the AGM venue

