

## POSTAL BALLOT NOTICE

### NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT & ADMINISTRATION) RULES, 2014

Dear Member(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with The Companies (Management and Administration) Rules, 2014 (including any statutory modification or reenactment thereof for the time being in force), that the resolutions appended below be passed by the Members through Postal ballot/ electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. V Suresh, Company Secretary in Practice, Chennai as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Members desiring to exercise their vote by Postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed postage pre-paid envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 17.30 Hours IST on March 19, 2015 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman after the completion of the scrutiny of the postal ballots (including e-voting). The results of postal ballot shall be declared on March 20, 2015 and communicated to the stock exchanges, Depository, Registrar and Shares Transfer Agent and shall also be displayed on the Company's website at [www.saksoft.com](http://www.saksoft.com)

The Resolutions, if approved, will be taken as passed effectively on the date of declaration of results.

#### **Resolutions:**

#### **ITEM NO.1: TO CREATE CHARGES / MORTGAGES ON THE MOVEABLE AND IMMOVEABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

**"RESOLVED THAT** in supersession of the Ordinary Resolution adopted through postal ballot on 08<sup>th</sup> March, 2011 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to create charges, mortgages and/ or hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, in such form and manner and with such ranking, whether exclusive, pari-passu, subservient or otherwise and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties of the Company, both present and future and/or on the whole or any part of the undertaking(s) of the Company, in favour of the banks, non-banking financial companies, financial institutions and other lender(s), Agent(s) and Trustee(s), for securing the borrowings of the Company availed/ to be availed by way of loans(s) (in Foreign currency and/or rupee currency) and/or debentures (convertible /non-convertible / secured / unsecured) and/or securities in the nature of debts instruments issued/to be issued by the Company (hereinafter 'loans'), from time to time, subject to the limit approved under Section 180 (1) (c) of the Companies Act, 2013, together with interest, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment/redemption, remuneration of the Agents(s)/Trustees, all costs, charges, expenses including any increase as a result of devaluation, revaluation, fluctuation in the rates of exchange and all other monies payable by the Company in respect of the said loans in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into or to be entered into between the Company and the lender(s), Agent(s) and Trustee(s) in respect of such borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to, between the Board of Directors and the lender(s), Agent(s) and Trustee(s)."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate."

#### **ITEM NO.2 – TO MAKE LOANS OR INVESTMENTS AND TO GIVE GUARANTEES OR TO PROVIDE SECURITY IN CONNECTION WITH A LOAN MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

**"RESOLVED THAT** in supersession of the Special Resolution adopted through postal ballot on 08<sup>th</sup> March, 2011 and pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as "the Board") to (i) make any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, entity or any other person (whether in India or outside India) upto Rs. 500 Crores ( Rupees Five Hundred Crores only) notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

Chennai  
February 03, 2015

*by Order of the Board of Directors  
for Saksoft Limited*

**SAKSOFT LIMITED**

**CIN: L72200TN1999PLC054429**

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www.saksoft.com

Sd/-

**COMPANY SECRETARY**

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**NOTES:**

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and reasons for the proposal is annexed herewith.
2. The Company has appointed Mr. V. Suresh, Company Secretary in Practice, Chennai, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on February 06, 2015
4. The postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agents (in case of physical shareholding) . For Members whose email IDs are not registered, physical copies of the Postal Ballot notice are being sent by permitted mode along with a postage-prepaid-self-addressed Business Reply Envelope.
5. Members whose names on the Register of Members/ List of Beneficial owners as on February 06, 2015 will be considered for the purpose of voting.
6. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
7. The Members can opt for only one mode of voting, i.e by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical ballot forms will be treated as invalid.
8. In case a Member is desirous of obtaining a printed Ballot Form or a duplicate or any queries or grievances regarding e-voting, he or she may send an e-mail to investorqueries@saksoft.com. The Registrar and Transfer Agent/Company shall forward the Ballot Form along with postage-prepaid self-addressed Business Reply Envelope to the Member.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on February 06, 2015.
10. In compliance with provisions of Section 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.
11. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Prepaid Postal Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17:30 Hours IST) on March 19, 2015. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 17:30 Hours IST on March 19, 2015, it will be considered that no reply from the Member has been received.
12. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on March 20, 2015 at the registered office of the Company and will also be displayed on the Company website ([www.saksoft.com](http://www.saksoft.com)), and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
13. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
14. Documents specifically stated in the Explanatory Statement are open for inspection at the Registered Office of the Company between 2.00 pm and 5.00 pm on all working days (except Saturdays, Sundays and Public Holidays) up to the date of announcement of result.

## Voting through electronic means

In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows:

1. Members whose email addresses are registered with the Company / Depository Participant(s) will receive an email from NSDL informing them of their User-ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process :
  - a. Open email and open the PDF file titled 'Saksoft e-voting.pdf' using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
  - b. Launch your internet browser and type the following URL: <https://www.evoting.nsd.com>
  - c. Click on Shareholder – Login.
  - d. Enter the user ID and password (the initial password noted in step (a) above). Click on Login.
  - e. The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 digits / characters or a combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
  - f. The homepage of e-voting will open. Click on e-voting: Active Voting Cycles.
  - g. Select 'EVEN' (E Voting Event Number) of Saksoft Limited.
  - h. Now you are ready for e-voting as the Cast Vote page opens.
  - i. Cast your vote by selecting the option of your choice and click on 'Submit', and also remember to 'Confirm' when prompted.
  - j. On confirmation, the message 'Vote cast successfully' will be displayed.
  - k. After you have voted on a resolution once, you will not be allowed to modify your vote.
  - l. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board resolution / authorization letter etc., together with attested specimen signature of the authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer via e-mail to [vsscruinizer@gmail.com](mailto:vsscruinizer@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. For Members whose email IDs are not registered with the Company / Depository Participant(s) and who receive the physical postal ballot forms, the following instructions may be noted :
  - a. The initial password is provided at the bottom of the Postal Ballot Form.
  - b. Please follow the instructions from a. to l. as mentioned in step 1 to cast your vote.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of [www.evoting.nsd.com](http://www.evoting.nsd.com)
4. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
5. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
6. The e-voting period commences on February 18, 2015 (9:00 Hours IST) and ends on March 19, 2015 (17:30 Hours IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date i.e. February 06, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1:**

The Members of the Company through postal ballot process on 08<sup>th</sup> March 2011, approved by passing an Ordinary resolution under section 293(1)(a) of the Companies Act, 1956 to create charges and/or mortgages on all or any of the moveable and immoveable properties of the Company in favour of the banks, financial institutions, non-banking finance companies and other lending agencies from time to time, subject to the limit approved under section 293(1)(d) of the Companies Act, 1956.

In the AGM held on 26<sup>th</sup> September, 2014 the Members had accorded their approval under section 180(1)(c) of the Companies Act, 2013 to borrow moneys in excess of the aggregate of the paid up share Capital and free reserves of the Company provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 500 Crores (Rupees Five hundred Crores) over and above the aggregate of the paid up share capital and free reserves of the Company."The borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/hypothecation on the Company's assets in favour of the lenders. As the documents to be executed between the lenders and the Company may contain provisions to take over substantial assets of the Company in certain events or in other words the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the members of the Company by way of a Special Resolution.

Accordingly, it is proposed to pass a special resolution authorizing the Board to create charge on the moveable and immoveable properties of the Company from time to time, subject to the limit approved under Section 180 (1) (c) of the Companies Act, 2013. The Directors recommend the resolution for your approval as a Special Resolution through postal ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financial or otherwise in this resolution

### **Item No. 2**

The Members of the Company through postal ballot process on 08<sup>th</sup> March 2011, approved by passing a Special resolution under section 372A of the Companies Act, 1956 to make any loans or inter corporate loans, Investments and to give any guarantees or to provide security in connection with a loan made by any other person to, or to any other person, by any Body corporate up to Rs.250 Crores (Rupees Two hundred and fifty Crores only).

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

As a measure of achieving greater operational flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans for an amount not exceeding Rs.500 Crores (Rupees Five Hundred Crores only).

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act,2013 and relevant rules made there under. These investments are proposed to be made out of own/ surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

The Board accordingly recommends to pass the Special resolution through postal ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

*by Order of the Board of Directors  
for Saksoft Limited*

Chennai  
February 03, 2015

Sd/-

**COMPANY SECRETARY**