



#28, 1st Floor, Ganapathy Colony, Illrd Street, Teynampet, Chennai - 600 018.

Scrutinizer's Report

[Pursuant to section 108 of Companies Act, 2013 and rule 20 (3) (xi) of the  
Companies (Management and Administration) Rules, 2014]

To

The Chairman of 15th Annual General Meeting of the members of

SAKSOFT LIMITED (the Company) to be held at 10.30 A.M on Friday, the 26th September, 2014 at P. Obul Reddy Hall, Vani Mahal, 103, G.N. Chetty Road, T.Nagar, Chennai – 600 017.

Dear Sir,

1 I, V Suresh, a Company Secretary in practice, have been appointed by the Board of Directors of SAKSOFT LIMITED (the Company) as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 15th Annual General Meeting (AGM) of the members of the Company, to be held at 10.30 AM on the 26th day of September, 2014 at P. Obul Reddy Hall, Vani Mahal, 103, G.N. Chetty Road, T.Nagar, Chennai – 600 017.

2 The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of 15th 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 of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited, India, the authorized agency to provide e-voting facilities, engaged by the Company

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



4 i. The e-voting period remained open from Saturday, 20th September, 2014 (9:00 am) to Monday, 22nd September, 2014 (6.00 PM)

ii. The members of the Company as on the "cut-off" date i.e. 22th August, 2014 were entitled to vote on the resolutions (items no. 1 to 10 as set out in the notice of the 15th AGM of the Company.)

iii. The votes cast were unblocked on 22th September 2014 and in the presence of 2 witnesses Mr. Ramakrishnan G and Mr. Udaya Kumar K R, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Mr. Udaya Kumar K R



Mr. Ramakrishnan G

iv. Thereafter, the details containing inter alia, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited, India (i.e.) <https://www.evoting.nsdl.com/> and based on such reports generated, the result of the e-voting is as under:

## ITEM NO 1

### ORDINARY RESOLUTION FOR ADOPTION OF ACCOUNTS FOR THE YEAR ENDED 31.03.2014

i. Voted **in favour** of the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
16	16	76,66,835	99.99

ii. Voted **against** the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
1	1	200	0.01



ITEM NO 2

ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND ON EQUITY SHARES

i. Voted in favour of the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
17	17	76,67,035	100

ii. Voted against the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil	Nil

ITEM NO 3

ORDINARY RESOLUTION FOR REAPPOINTMENT OF MR. AUTAR KRISHNA AS DIRECTOR

i. Voted in favour of the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
16	16	76,66,835	99.99

ii. Voted against the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
1	1	200	0.01



ITEM NO 4

ORDINARY RESOLUTION FOR REAPPOINTMENT OF AUDITORS M/S. SURI & CO.,  
FOR 3 YEARS

i. Voted in favour of the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
15	15	76,66,635	99.99

ii. Voted against the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
2	2	400	0.01

ITEM NO 5

SPECIAL RESOLUTION FOR BORROWING IN EXCESS OF PAID-UP CAPITAL  
AND FREE RESERVES

i. Voted in favour of the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
15	15	76,66,635	99.99

ii. Voted against the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
2	2	400	0.01



ITEM NO 6

ORDINARY RESOLUTION FOR APPOINTMENT OF MR. R. RAJAGOPALAN  
AS AN INDEPENDENT DIRECTOR

i. Voted in favour of the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
15	15	76,66,635	99.99

ii. Voted against the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
2	2	400	0.01

ITEM NO 7

ORDINARY RESOLUTION FOR APPOINTMENT OF MR. AMITAVA MUKHERJEE  
AS AN INDEPENDENT DIRECTOR

i. Voted in favour of the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
15	15	76,66,635	99.99

ii. Voted against the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
2	2	400	0.01



ITEM NO 8

ORDINARY RESOLUTION FOR APPOINTMENT OF MR. AJIT THOMAS  
AS AN INDEPENDENT DIRECTOR

i. Voted in favour of the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
15	15	76,66,635	99.99

ii. Voted against the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
2	2	400	0.01

ITEM NO 9

ORDINARY RESOLUTION FOR APPOINTMENT OF MS. KANIKA KRISHNA  
AS A NON-EXECUTIVE DIRECTOR

i. Voted in favour of the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
15	15	76,66,635	99.99

ii. Voted against the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
2	2	400	0.01



ITEM NO 10

SPECIAL RESOLUTION FOR AMENDMENT TO THE EMPLOYEE STOCK OPTION PLAN 2009.

i. Voted in favour of the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
16	16	76,66,835	99.99

ii. Voted against the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
1	1	200	0.01

Thanking You,  
Yours faithfully,



V Suresh  
Practising Company Secretary  
C.P No 6032  
Place: Chennai  
Date: 22.09.2014

