



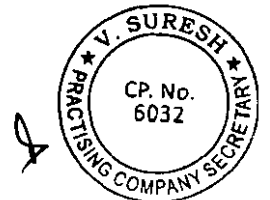
#28, 1st Floor, Ganapathy Colony, Illrd Street, Teynampet, Chennai - 600 018.

**Scrutinizer's Report**

The Chairman  
SAKSOFT LIMITED.  
SP Infocity, Block A,  
2<sup>nd</sup> Floor, No.40, MGR Salai,  
Perungudi, Kandanchavadi,  
Chennai – 600096

Dear Sir,

1. I, V Suresh, a Company Secretary in practice, have been appointed as a scrutinizer by
  - (i) The Board of Directors of the Company for the purpose of scrutinising the Postal Ballot voting process in compliance with the Companies Act, 2013; and
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e- voting and Postal Ballot, on the resolutions contained in the Postal Ballot Notice dated February 03, 2015, pursuant to section 110 of the Companies Act, 2013. My responsibility as a scrutinizer for e-voting process and postal ballot 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 M/s. National Securities Depository Limited (NSDL), India and M/s. Cameo Corporate Services Ltd, Chennai, the authorized agencies engaged by the Company.
3. I, submit herewith my combined report on the results of e-voting together with postal ballot as under:-
  1. The Company has completed the despatch of postal ballot forms on 16th February 2015, to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on February 06, 2015.
  2. Postal Ballot has been conducted in compliance with the Companies Act, 2013.
  3. Particulars of all the postal ballot forms received from the Members in respect of physical voting, have been entered in a register separately maintained for the purpose.
  4. All the postal ballot forms in respect of physical voting, received upto the close of working hours on Thursday, March 19, 2015, (5:30 PM) the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
  5. Postal ballot forms, received after the close of working hours of March 19, 2015 (5.30 PM) were not considered.
  6. Postal ballot forms returned undelivered aggregated to 57. These forms have been kept separately.



7. The e-voting period remained open from Wednesday, February 18, 2015 (9:00 AM) to Thursday, March 19, 2015 (5:30 PM).
8. The members of the Company as on the "cut-off" date , February 6, 2015 were entitled to vote on the resolutions in the Postal Ballot Notice.
9. The votes cast were unblocked on March 19, 2015 in the presence of 2 witnesses Ms. Subashree R S and Mr. Shaik Mohideen, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Subashree RS*

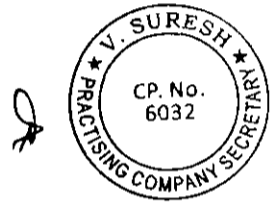
Ms. Subashree R S

*N. Shaik Mohideen*

Mr. Shaik Mohideen

Thereafter, the details of the Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of <https://www.evoting.nsdl.com/> and based on such reports the results of the e-voting is generated.

10. A summary of the e-voting and postal ballot forms received is given below:



Item No in the Notice	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Rejected Votes	Votes Abstained
		No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast		
<b>ITEM NO. 1:</b>									
<b>Special Resolution for Approval of the shareholders to Mortgage/Create charge over the properties of the company.</b>									
E-Voting	39,80,774	21	39,80,264	99.99	4	510	0.01	-	-
Postal Ballot	39,18,737	42	39,18,737	100	-	-	-	1,83,949	-
<b>TOTAL</b>	<b>78,99,511</b>	<b>63</b>	<b>78,99,001</b>	<b>99.99</b>	<b>4</b>	<b>510</b>	<b>0.01</b>	<b>1,83,949</b>	<b>-</b>
<b>ITEM NO. 2:</b>									
<b>Special Resolution for approval of the shareholders u/s. 186 of the Companies Act 2013:</b>									
E-Voting	39,80,774	22	39,80,364	99.99	3	410	0.01	-	-
Postal Ballot	39,18,737	42	39,18,737	100	-	-	-	1,83,949	-
<b>TOTAL</b>	<b>78,99,511</b>	<b>64</b>	<b>78,99,101</b>	<b>99.99</b>	<b>3</b>	<b>410</b>	<b>0.01</b>	<b>1,83,949</b>	<b>-</b>

11. All the Resolutions are passed as Special Resolutions.
12. You may accordingly declare the result of the voting by Postal Ballot.

Place: Chennai  
Date: 20.03.2015



*V Suresh*  
V Suresh  
Practising Company Secretary  
C.P.No: 6032