



## SAKSOFT LIMITED

CIN: L72200TN19999PLC054429

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# Notice to the Shareholders

NOTICE is hereby given that the Nineteenth Annual General Meeting (AGM) of the members of the Company will be held on Friday, the 10th day of August, 2018 at 10.30 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, 2018 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 2018 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 Rs. 3.50/- per equity share (35%) of Rs. 10/- each be and is hereby declared out of the profits for the year ended 31st March, 2018 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 10th August, 2018
  - 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 3rd August, 2018.
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 re-election, be and is hereby re-appointed as a Director of the Company."

By order of the Board of Directors  
For Saksoft Limited

Date: 30th May, 2018  
Place: Chennai

S.Muthukrishnan  
Company Secretary

## Notes:

1. 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 1"
2. Proxy
  - 2.1 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 AGGREGATE 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.
  - 2.2 PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST FORTY EIGHT (48) HOURS BEFORE COMMENCEMENT OF THE MEETING.
  - 2.3 PROXIES SUBMITTED ON BEHALF OF COMPANIES, TRUST/ SOCIETIES ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/AUTHORITY AS APPLICABLE. THE PROXY HOLDER SHALL PROVE HIS/HER IDENTITY AT THE TIME OF ATTENDING THE MEETING.
  - 2.4 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.
3. Members/Proxies/authorized representatives should bring the duly filled Attendance slip enclosed herewith to attend the meeting.
4. Voting through electronic means
  - 4.1 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).
  - 4.2 The detailed process and manner for e-voting by electronic means is furnished as Annexure-2 to the Notice.
  - 4.3 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.
  - 4.4 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.
  - 4.5 The remote e-voting period commences on 07th August, 2018 (9:00 am) and ends on 9th August, 2018 (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 3rd August, 2018, 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.

4.6 The cutoff date is 3rd August, 2018 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.

## 5. Voting Results

5.1 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.

5.2 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.

5.3 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.

5.4 The Voting results will be submitted to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) within 48 hours of conclusion of the AGM in the format specified by SEBI.

5.5 The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.saksoft.com](http://www.saksoft.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing.

6. 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 3rd August, 2018 to 10th August, 2018 (both days inclusive) in connection with Annual General Meeting and payment of dividend.

7. 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.

8. 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](mailto:investor@cameoindia.com)

9. 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.

10. Under Section 124 Of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company has accordingly transferred Rs.38,691/- (Rupees Thirty Eight Thousand Six Hundred and Ninety One Only) being the unpaid and unclaimed dividend amount pertaining to the year 2009-10 to IEPF on 27th September, 2017. 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 2009-10 to 2016-17 as on 7th August, 2017 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 2010-11 remaining unclaimed and unpaid will be transferred to IEPF during the second week of September 2018. 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 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.

Section 124 of the Companies Act, 2013 mandates that all dividends which remain unpaid/unclaimed for a period of seven consecutive years be transferred to the Investors Education and Protection Fund ("IEPF") and all shares in respect of which unpaid or unclaimed dividend remitted to IEPF be also transferred to IEPF in the manner prescribed under Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017.

Accordingly, during the financial year 2017-2018, the Company had transferred 870 equity shares to IEPF in respect of which no dividend has been claimed for the financial years from 2008-2009 till 2014-2015. Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). For details, please refer to corporate governance report which is a part of this Annual Report

11. 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.
12. 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.

13. 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.
14. 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.
15. 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.
16. 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, 2018 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](mailto:complianceofficer@saksoft.co.in)/ [investor@cameoindia.com](mailto: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](http://www.saksoft.com) and made available for inspection at the Registered Office of the Company during business hours of the Company.

17. For members who have not registered their email addresses, Physical copies of the Annual Report 2017-18 are being sent by the permitted mode.
18. Guidelines for attending the Nineteenth 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 Nineteenth 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.
19. All documents as mentioned in the resolutions including Auditors' Report and Secretarial Auditors' report are available for inspection by the Members at the Registered Office of the Company from 10.30 AM to 12.00 Noon on any working day and will also be made available at the venue of the Nineteenth AGM.
20. 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.
21. 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.
22. Any Member(s) who require any special assistance of any kind at the venue of the Nineteenth AGM are requested to send details of their special needs in writing to the Company at least three days before the date of the Nineteenth AGM.

## “ANNEXURE 1”

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

Name of the Director	Ms. Kanika Krishna DIN: 06954593
Date of Birth	10.12.1987
Date of Appointment	26.09.2014
Qualifications	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.
Expertise in specific functional area	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.
Directorship in other Listed Companies	Nil
Chairman/ Member of the Committees of the Boards of which she is a Director	She is a member of CSR Committee of Saksoft Limited.
No of shares held in the Company	Nil
Inter- se relationship with any Director	Ms. Kanika Krishna is the daughter of Mr. Aditya Krishna, Promoter and Managing Director of the Company.

## “ANNEXURE 2”

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

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

### Details on Step 1 is mentioned below:

#### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN,your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [vsscrutinizer@gmail.com](mailto:vsscrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. 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 User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
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](http://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](http://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 03rd August, 2018.
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. 03rd August, 2018 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [investor@cameoindia.com](mailto: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. S.Muthukrishnan, 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](mailto:complianceofficer@saksoft.co.in); Ph : +91-44-2454 3500 or write to the Company's Registered Office address.