



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

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended]

Dated: 12th August 2018

To,
The Chairman,
M/s. SAKSOFT LIMITED,
Chennai.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and voting through Ballot Papers at the AGM venue pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 19th Annual General Meeting of M/s. Saksoft Limited, held at 10.30 A.M. on Friday, the 10th day of August 2018 at P. Obul Reddy Hall, Vani Mahal, 103, G.N. Chetty Road, T Nagar, Chennai – 600 017.

I, V Suresh, Practising Company Secretary, have been appointed by the Board of Directors of M/s. Saksoft Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting/ voting through Ballot Papers at the AGM venue and ascertaining the requisite majority, on the resolutions contained in the notice to the 19th Annual General Meeting (AGM) of the members of the Company, held at 10.30 A.M. on Friday, the 10th day of August 2018 at P. Obul Reddy Hall, Vani Mahal, 103, G.N. Chetty Road, T Nagar, Chennai – 600 017.

The Notice dated 30th May 2018 along with statement setting out material facts under Section 101 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "Trinity Mirror" and in a vernacular newspaper "Makkal Kural" having wide circulation, in their respective editions dated 18th July 2018.



The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice of 19th 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 on the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. National Securities Depository Limited ('NSDL'), the authorized agency to provide e-voting facilities, engaged by the Company.

The Company had also provided for voting through Ballot Papers at the AGM venue at the 19th Annual General Meeting, to the shareholders who had not cast their vote earlier through remote e-voting facility.

The members of the Company as on the "cut-off" date i.e. August 03rd, 2018 were entitled to vote on the resolutions (items no. 1 to 3 as set out in the notice of the 19th AGM of the Company.)

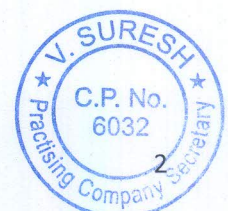
Further to the above, I submit my report as under:-

Remote E-voting:

- i. The e-voting period remained open from Tuesday, August 7, 2018 (9.00 a.m.) to Thursday, August 9, 2018 (5.00 p.m.) (both days inclusive).
- ii. The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.
- iii. The Corporate member who had participated in the remote e-voting have provided scanned copy of the resolution passed at its Board of Directors Meeting for authorization to exercise its votes through e-voting.

Voting through Ballot Papers at the AGM venue:

- i. The Company had provided the facility for voting through ballot paper at the AGM and members, who have not cast their vote by remote e-voting were allowed to exercise their right to vote at the meeting.
- ii. The Ballot papers in Form MGT-12 as per Section 109(5) of the Act and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the ballot box kept at convenient places in the venue.



iii. The locked ballot box was subsequently opened before me, in presence of two witnesses who were not in employment of the Company and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.

iv. There are no invalid/defective ballot papers.

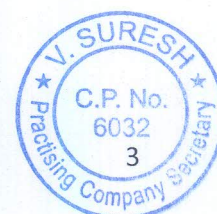
Thereafter, the consolidated results containing, inter alia, list of Equity Shareholders, who voted "for", "against" or "abstained", in respect of the each of the resolutions that were put to vote, were generated from the e-voting website of M/s. National Securities Depository Limited ('NSDL'), (i.e.) <https://www.evoting.nsdl.com> and voting through Ballot Papers at the AGM venue was prepared.

The consolidated results are as follows:

Resolution No 1: Ordinary Resolution

Ordinary Business: Adoption of Audited standalone and consolidated financial statements for the financial year ended 31st March 2018.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Not voted
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	50,02,753	14	50,02,753	100	-	-	-	-	-
Voting through Ballot Papers at the AGM Venue	31,59,645	14	31,59,640	99.999	1	5	0.001	-	-
Total	81,62,398	28	81,62,393	99.999	1	5	0.001	-	-



Resolution No 2: Ordinary Resolution

Ordinary Business: Declaration of Dividend

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Not voted
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	50,02,753	14	50,02,753	100	-	-	-	-	-
Voting through Ballot Papers at the AGM Venue	31,59,645	15	31,59,645	100	-	-	-	-	-
Total	81,62,398	29	81,62,398	100	-	-	-	-	-

Resolution No 3: Ordinary Resolution

Ordinary Business: Re-appointment of Ms. Kanika Krishna as Director to retire by rotation.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Not voted
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	50,02,753	13	50,00,881	99.963	1	1,872	0.037	-	-
Voting through Ballot Papers at the AGM Venue	31,59,645	14	31,59,640	99.999	1	5	0.001	-	-
Total	81,62,398	27	81,60,521	99.977	2	1,877	0.023	-	-



All the resolutions have been passed with requisite majority.

The Ballot Papers collected at the AGM Venue are in the safe custody of the undersigned, and it will be handed over to the Company.

Thanking you,

Yours Faithfully,



V Suresh
Practising Company Secretary
CP No. 6032

