



## SAKSOFT LIMITED

CIN: L72200TN19999PLC054429

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# NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Twentieth Annual General Meeting (AGM) of the members of the Company will be held on Monday, the 12th day of August, 2019 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
  - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of Board of Directors and the Auditors thereon.
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the Report of the Auditors thereon.
2. To confirm the payment of Interim Dividends on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2018-19.
3. To appoint a Director in place of Ms. Kanika Krishna (DIN 06954593) who retires by rotation and, being eligible, offers herself for re-appointment.

### Special Business:-

4. Re-appointment of Mr.Amitava Mukherjee as an Independent Director

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

**"RESOLVED** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of

the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr.Amitava Mukherjee (DIN 00003285), who was appointed as an Independent Director at the Fifteenth Annual General Meeting of the Company and who holds office up to September 26, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Mr. Amitava Mukherjee as a candidate for the office of director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from September 27, 2019 upto September 26, 2024."

5. Re-appointment of Mr.Ajit Thomas as an Independent Director

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

**"RESOLVED** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies

(Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Ajit Thomas (DIN 00018691), who was appointed as an Independent Director at the Fifteenth Annual General Meeting of the Company and who holds office up to September 26, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Mr. Ajit Thomas as a candidate for the office of director be and is hereby re- appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from September 27, 2019 upto September 26, 2024.

#### 6. Amendment to ESOP 2009 SCHEME

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

**"RESOLVED THAT** in partial modification to the earlier special resolution passed on 5th August, 2013 subject to the approval of shareholders and pursuant to the relevant provisions of the Companies Act, 2013 read with relevant rules as may be amended from time to time and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time and any other applicable regulatory requirement, approval and consent of the shareholders be and is hereby accorded for further increasing the quantum of options granted under the employee stock option scheme 2009 (ESOP 2009) from the earlier approved options exercisable into equity shares not exceeding 10,00,000 Equity Shares of the Company of the face value of Rs.10/- each to options exercisable into equity shares not exceeding 15,00,000 Equity Shares of the Company of the face value of Rs.10/- each.

**"RESOLVED FURTHER THAT** the amendment to the relevant clause of the ESOP 2009, for further increasing the quantum of options from 10,00,000 to 15,00,000 (with such exceptions as may be considered necessary or appropriate by the board or any committee) be and is hereby approved with all other terms and conditions under ESOP 2009 plan remain unchanged."

**"RESOLVED FURTHER THAT** all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified."

**"RESOLVED FURTHER THAT** the number of ESOPs that may be granted to the employee(s), in any financial year and aggregate under the Plan shall be less than 1% of the issued equity share capital of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors or Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed fit, necessary or desirable for the purpose of giving effect to this resolution."

**"RESOLVED FURTHER THAT** the Board be and is hereby also authorized at any time to modify, change, vary, alter, amend, suspend or terminate ESOP 2009 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issue, questions, difficulties or doubts that may arise in this regard without being required to seek any further approval or consent of the shareholders and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2009 scheme and to all other things incidental and ancillary thereof."

#### 7. Increase in Remuneration to person in office of place of profit

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sub-Section (1) of Section 188 of The Companies Act, 2013 read with Rule 15 (3) of Companies (Meetings of Board and its Powers) Rules 2014 and other applicable provisions, if any, including any statutory modifications or re-enactment thereof for the time being in force, and subject to such approvals as may be required, approval of the members be and is hereby accorded to for holding of office of place of profit / employment by Ms. Avantika Krishna, daughter of Mr. Aditya Krishna, Chairman & Managing Director and one of the Promoters of the Company and sister of Ms. Kanika Krishna, Non- Executive Director with effect from 1st April, 2019 on a total remuneration exceeding Rs. 2,50,000/- per month including but not limited to all basic, additional, fixed and variable remunerations, bonus, commission, incentives, allowances, benefits, perquisites, amenities and conveniences etc., as more particularly specified in the explanatory statement annexed to the notice of this meeting."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to review and determine from time to time, the term of holding of the said office of place of profit / employment of Ms. Avantika Krishna, including her remuneration at its discretion and to do all such necessary acts, deeds, matters and things as are required to be done in this regard."

By order of the Board of Directors  
**For Saksoft Limited**

Date: 27th May, 2019  
Place: Chennai

**S. Muthukrishnan**  
Company Secretary

## Notes:

1. The related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 to 7 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.

### 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. Register of Members and Share Transfer Books of the Company is closed from Saturday, the 3rd August, 2019 till Monday, the 12th August, 2019 for determining entitlement of Members to final dividend for the financial year ended March 31, 2019.

5. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made within thirty days from the declaration date as under:

i. to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Saturday, August 03, 2019;

ii. to all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Monday, August 12, 2019.

6. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Cameo Corporate Services Limited for assistance in this regard.

7. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with TSRDL in case the shares are held by them in physical form.

8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to Cameo Corporate Services Limited in case the shares are held in physical form.
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to Cameo Corporate Services Limited in case the shares are held in physical form.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Cameo Corporate Services Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
11. In case of joint holders attending the Annual General Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The 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). The Members/Claimants can file

only one consolidated claim in a financial year as per the IEPF Rules 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.7,390 /-(Rupees Seven Thousand Three Hundred and Ninety Only)being the unpaid and unclaimed dividend amount pertaining to the year 2010-11 to IEPF on 10th September, 2018. 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 2010-11 to 2017-18 as on 10th August, 2018 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 2011-12 remaining unclaimed and unpaid will be transferred to IEPF during the second week of September 2019. 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.

13. Notice of the Annual General Meeting along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice and Annual Report 2018-19 will also be available on the Company's website: [www.saksoft.com](http://www.saksoft.com) and on

the website of NSDL <https://www.evoting.nsdl.com>. 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/investor@cameoindia.com](mailto:complianceofficer@saksoft.co.in/investor@cameoindia.com). Accordingly, the Company shall update its database by incorporating/ updating the designated e-mail addresses in its records.

14. At the eighteenth Annual General Meeting held on August 07, 2017 the members approved appointment of Messrs R.G.N.Price & Co., Chartered Accountants (Firm Registration No. 0042785S) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the twenty-third Annual General Meeting, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the twentieth Annual General Meeting.
15. The route map showing directions to reach the venue of the twentieth Annual General Meeting is annexed.
16. Guidelines for attending the Twentieth 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 Twentieth 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.
17. All documents as mentioned in the resolutions 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 Twentieth Annual General Meeting (AGM).
18. 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.
19. 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.
20. Any Member(s) who require any special assistance of any kind at the venue of the Twentieth Annual General Meeting (AGM) are requested to send details of their special needs in writing to the Company at least three days before the date of the Twentieth Annual General Meeting (AGM).
21. Voting through electronic means  
 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).

21.1 The detailed process and manner for e-voting by electronic means is furnished as Annexure-2 to the Notice.

#### Other Instructions

- i. The e-voting period commences on Friday, August 09, 2019 (9:00 a.m. IST) and ends on Sunday, August 11, 2019 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, August 05, 2019 i.e. cut-off date, 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 the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- ii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. 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 voting, either through remote e-voting or voting at the AGM through electronic voting system or poll paper.
- iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/ her existing User ID and password for casting the vote.
- iv. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, 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 make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

- v. 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.
- vi. 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.

#### 22. Voting Results

22.1 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.

22.2 The Chairman shall, at the Annual General Meeting (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 Annual General Meeting (AGM) but have not cast their votes by availing the remote e-voting facility.

22.3 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.

22.4 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 Annual General Meeting (AGM) in the format specified by SEBI.

22.5 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 and on the stock exchange websites [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com)

## Explanatory Statement

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 4 to 7 of the accompanying Notice:

### Item Nos 4 & 5

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Amitava Mukherjee (DIN 00003285) and Mr. Ajit Thomas Din (00018691) as Independent Directors, for a second term of five years from September 27, 2019 to September 26, 2024, not liable to retire by rotation.

Mr. Amitava Mukherjee and Mr. Ajit Thomas were appointed as Independent Directors at the fifteenth Annual General Meeting ("AGM") of the Company and holds office up to September 26, 2019. The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr. Amitava Mukherjee and Mr. Ajit Thomas would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. The Company has received a declaration from them to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, they had confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. In the opinion of the Board, they fulfill the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member proposing the reappointments of Mr. Amitava Mukherjee and Mr. Ajit Thomas for the office of independent directors under the provisions of Section 149 of the Companies Act, 2013.

The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept

open at the venue of the Annual General Meeting (AGM) till the conclusion of the Annual General Meeting (AGM). Details of Further details pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is given in the Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Mr. Amitava Mukherjee and Mr. Ajit Thomas as Independent Directors is now being placed before the Members for their approval by way of Special Resolutions. The Board recommends the Special Resolution at Item Nos. 4 & 5 of this Notice for approval of the Members. Except Mr. Amitava Mukherjee and Mr. Ajit Thomas and their relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item Nos. 4 & 5 of the Notice.

### Item No.6

The members to note that on 5th August, 2013, the Shareholders of the Company had accorded their consent by way of passing special resolution (said resolution) through postal ballot sanctioning increase in the Quantum of options exercisable into equity shares of face value of Rs. 10/- each from 5,00,000 (Five Lakhs) to 10,00,000 (Ten Lakhs) and accordingly make suitable amendments to the relevant clauses in the ESOP 2009 plan to this effect.

Considering that the Employee stock options are powerful tools which help to foster employee motivation being one of the key essentials for superior performance and keeping in mind the spirit of the scheme and the interest of the employees, it is proposed that the quantum of options exercisable into equity shares of face value of Rs. 10/- each be increased from 10,00,000 (Ten Lakhs) to 15,00,000 (Fifteen Lakhs) and accordingly make suitable amendments to the relevant clauses in the ESOP 2009 plan to this effect.

All other terms and conditions of the ESOP 2009 remains unchanged consequent to the above proposed amendment.

The ESOP 2009 scheme is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays between 10.30 AM to 12.00 Noon upto the date of the meeting.

None of the directors of the company are in any way, concerned or interested in the resolution.



As per the SEBI Guidelines, any amendment to the ESOP Plan requires the approval of the shareholders. Accordingly, a special resolution as set out under item No. 6 of the notice is submitted for the approval of the members.

### Item No.7

Ms. Avantika Krishna was appointed as Executive – HR in February 2011 in the Company on a total remuneration not exceeding the limits as prescribed under the Companies Act, 1956 and further not exceeding the ceiling limit as per Section 188 (1) of the Companies Act, 2013.

Ms. Avantika Krishna is currently the Director – Business Development managing the key customers of the Company. In line with market standards, it is proposed to increase the remuneration which would be in excess of Rs. 2,50,000/- per month (the limits specified under Section 188(1) of the Companies Act 2013). Further her remuneration may be reviewed and revised from time to time by the Board of Directors as per the remuneration policy. Besides salary, she would be eligible for variable remuneration, bonus, commission, incentives, allowances, benefits, perquisites, amenities and conveniences, etc.

Ms. Avantika Krishna is a related party within the definition of Section 188 (1) of the Companies Act, 2013 (“the Act”). Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of the Board of Directors) Rules, 2014 appointment of a related party to any office of place of profit in the Company at a monthly remuneration exceeding Rs. 2,50,000/- requires prior approval by way of a special resolution of the Company. Hence approval of members is sought for the increase in her remuneration as proposed in the resolution under this item of business.

The information as required in accordance with Rule 15 of Companies (Meetings of Board of Directors) Rules, 2014 as well as pursuant to Section 102 of the Companies Act is as under:-

- a) Name of the related party : Ms. Avantika Krishna
- b) Name of the Director or Key Managerial Personnel who is related: Mr. Aditya Krishna, Chairman and Managing Director and Ms. Kanika Krishna, Non-Executive Director.
- c) Nature of Relationship: Ms.Avantika Krishna is the daughter of Mr.Aditya Krishna, Chairman and Managing Director and sister of Ms.Kanika Krishna, Non-Executive Director. Ms.Avantika Krishna holds Nil shares in the Company.

- d) Nature, material terms, monetary value and particulars of the contract or arrangement

Ms. Avantika Krishna was appointed as Executive –HR with the Company at a remuneration of an amount not exceeding the limits as prescribed under the Companies Act, 1956 and the Companies Act 2013. She is currently the Director – Business Development managing the key customers of the Company and it is proposed to increase her remuneration with effect from 1st April, 2019 for an amount exceeding Rs. 2,50,000/- per month in line with market standards.

She will also be entitled for basic, additional, fixed and variable remuneration, bonus, commission, incentives, allowances, benefits, perquisites, amenities and conveniences etc. The terms of her remuneration may be varied from time to time based on the industry standard prevailing for similar position and based on her performance evaluation and as per the remuneration policy of the Company. The Nomination & Remuneration Committee at its meeting held on 27th May, 2019 had recommended to the Board of Directors the aforesaid revision in the terms of remuneration subject to the approval of the shareholders at the ensuing Annual General Meeting (AGM) of the Company.

- e) Any other information relevant or important for the members to take a decision on the proposed resolution.

In respect of this resolution, Ms. Avantika Krishna, who is the beneficiary, being the daughter of Mr. Aditya Krishna, Chairman and Managing Director of the Company and sister of Ms. Avantika Krishna, Non -Executive Director, these three are related to each other. Since Mr. Aditya Krishna is one of the Promoter and Chairman & Managing Director of the Company and Ms. Avantika Krishna is the Non -Executive Director, these three of them are interested and concerned to the extent of the remuneration and benefits that Ms. Avantika Krishna may get by holding office of place of profit / employment upon appointment as proposed.

Except the above, no other Director, or Key Managerial Personnel or their relatives are anyway concerned or interested in the proposed special resolution.

The Board recommends the resolution set forth in item No.7 for approval of the shareholders.

## “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:

Particulars	Kanika Krishna	Amitava Mukherjee	Ajit Thomas
Brief Resume	Ms.Kanika Krishna holds Master in Business Administration (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	Mr.Amitava Mukherjee holds a Masters Degree in Management from Asian Institute of Management, Manila, a Masters Degree in Business Economics from Delhi School of Economics, New Delhi..	Mr.Ajit Thomas holds Bachelor of Science from Loyola College and has over three decades of extensive experience and expertise in business and management.
Nature of expertise in specific functional area	Ms.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	Mr. Amnitava Mukherjee has over 24 years of Investment Banking experience having served as Managing Director and Board member both at Lazard India and Ambit Corporate Finance. Currently He spends a major part of his time with organizations in the social sector	Mr. Ajit Thomas is the Chairman of AVT Group of Companies. He joined the family business and raised the Company from a basic plantation Company to a producer of high value, high quality agro products for the world markets.
Directorships held in other listed companies	Nil	<ul style="list-style-type: none"> <li>• Godrej Properties Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Neelamalai Agro Industries Limited</li> <li>• AVT Natural Products Limited</li> </ul>
Chairman/ Member of the Committees of the Boards of which he/ she is a Director	Nil	<b>Audit Committee</b> Godrej Properties Limited-Member <b>Stakeholders Relationship Committee Membership</b> Godrej Properties Limited- Member	<b>Audit Committee</b> Neelamalai Agro Industries Limited-Member <b>Stakeholders Relationship Committee</b> Neelamalai Agro Industries Limited-Chairman AVT Natural Products Limited - Chairman
No of shares held in the Company	Nil	Nil	Nil
Inter-se relationship with any Director	Ms. Kanika Krishna is the daughter of Mr. Aditya Krishna, Promoter and Managing Director of the Company.	Nil	Nil

## “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:

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#### 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***

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**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.nsdl.com](http://www.evoting.nsdl.com).
    - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.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.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  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.
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**How to cast your vote electronically on NSDL e-Voting system?**

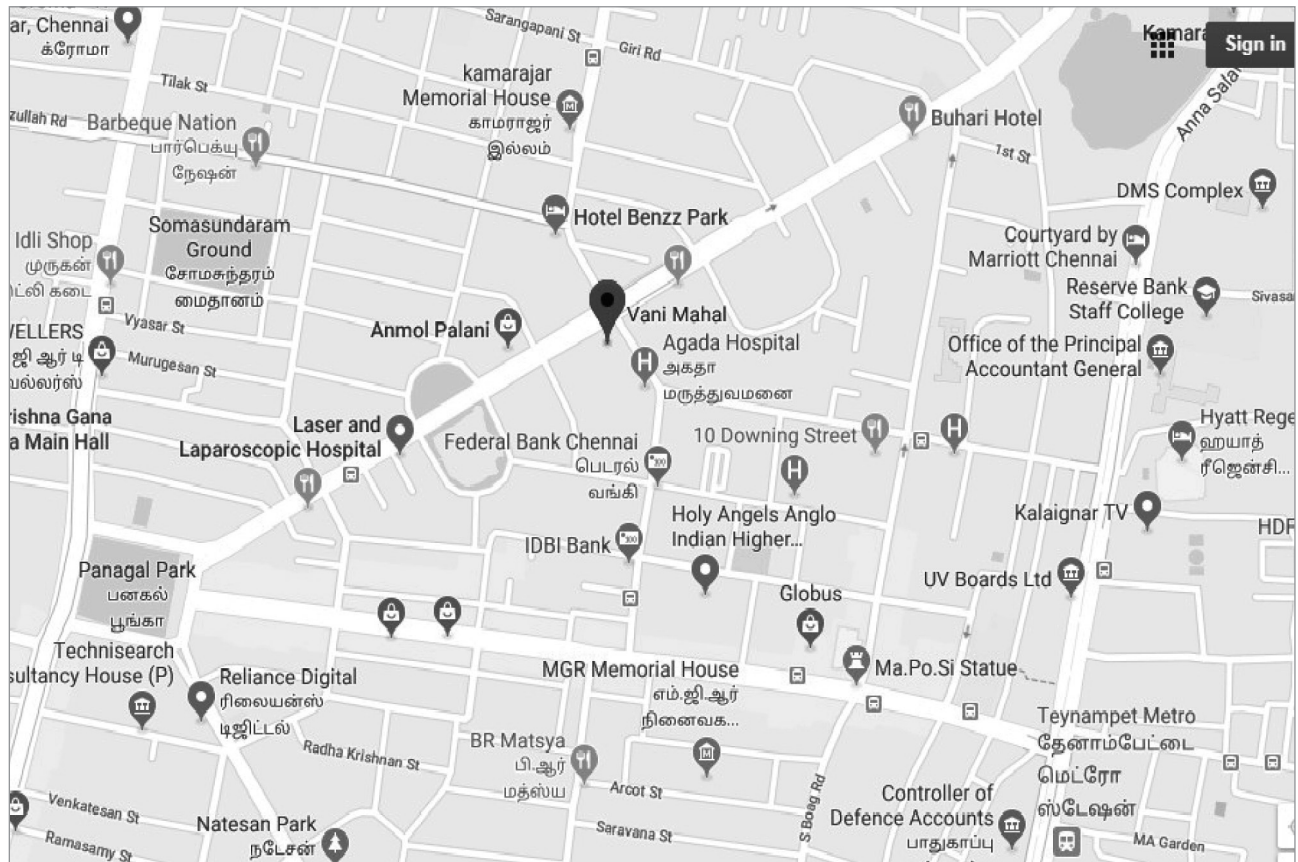
1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
  2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active 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.
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### 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 [vsscruinizer@gmail.com](mailto:vsscruinizer@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)
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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 05th August, 2019.
  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. 05th August, 2019 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.

## ROUTE MAP OF THE AGM VENUE





**SAKSOFT LIMITED**

**CIN: L72200TN19999PLC054429**

Regd office: Global Infocity, Block A, 2nd floor, #40, Dr MGR Salai, Kandanchavadi, Perungudi, Chennai – 600 096

Email Id: complianceofficer@saksoft.co.in; investorqueries@saksoft.co.in

website www.saksoft.com; Phone : 044 – 24543500; Fax: 044 - 24543510

**ATTENDANCE SLIP**

20th Annual General Meeting to be held on Monday, the 12th August, 2019 at 10.30 AM  
P. Obul Reddy Hall, Vani Mahal, 103, G.N. Chetty Road, T.Nagar, Chennai – 600 017

Mr./Mrs./Miss.....

Address.....

Folio No. (Physical holding).....

DP ID (Demat holding)..... Client ID.....

No. of shares held.....

I/We certify that I/We am/are registered shareholder/proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the 20th Annual General Meeting (AGM) of the Company on Monday, the 12th August, 2019, at 10.30 A.M. at P.Obul Reddy Hall, Vani Mahal, 103, G.N. Chetty Road, T. Nagar, Chennai – 600 017 any adjournment thereof.

.....  
[Signature of Shareholders/Proxy(s)]

**Notes:**

1. Shareholder/proxy holder(s) are requested to bring the attendance slips with them when they come to the meeting and hand over the same at the entrance after affixing their signatures on them.
2. Members are requested to bring their copies of the Annual report to the AGM.
3. If it is intended to appoint a proxy, the proxy form should be completed and deposited at the office of the Registrar and Share transfer agent of the Company Viz. Cameo Corporate Services Limited, "Subramaniam Building", No. 1, Club House Road, Chennai-600 002 at least 48 hours before the Meeting.

**ELECTRONIC VOTING (e-voting) PARTICULARS**

(Please refer AGM Notice for instructions on e-voting)

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

The e-voting facility will be available during the following period:

Commencement of e-voting	End of e-Voting
Date : 9th August, 2019 ; Time: 9.00 A.M	Date:11th August, 2019; Time: 05.00 P.M









**SAKSOFT LIMITED**

**CIN: L72200TN19999PLC054429**

Regd office: Global Infocity, Block A, 2nd floor, #40, Dr MGR Salai, Kandanchavadi, Perungudi, Chennai – 600 096

Email Id: complianceofficer@saksoft.co.in; investorqueries@saksoft.co.in  
website www.saksoft.com; Phone : 044 – 24543500; Fax: 044 - 24543510

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s).....

Registered Address.....

E-mail ID.....

Folio No./ Client Id & DP. ID.....

I/We being the Member(s) of ..... shares of the above named Company, hereby appoint

3. Name : .....

Address: .....

E-mail ID : ..... Signature: ....., or failing him,

3. Name : .....

Address: .....

E-mail ID : ..... Signature: ....., or failing him,

3. Name : .....

Address: .....

E-mail ID : ..... Signature: ....., or failing him,

as my/ our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Monday, the 12th August, 2019 at 10.30 A.M.at P. Obul Reddy Hall, Vani Mahal, 103, G.N. Chetty Road, T.Nagar, Chennai - 600 017 and at any adjournment thereof in respect of such resolutions as are indicated below:



The e-voting facility will be available during the following period:

No.	Resolutions	Assent	Dissent
1	Adoption of Audited Standalone and Consolidated Financial Statements for the financial year ended 31st March, 2019.		
2	Declaration of Dividend		
3	Re- Appointment of Ms. Kanika Krishna as Director to retire by rotation		
4	Re-appointment of Mr.Amitava Mukherjee as an Independent Director		
5	Re-appointment of Mr.Ajit Thomas as an Independent Director		
6	Amendment to ESOP 2009 Scheme		
7	Increase in Remuneration to person in office of place of profit		

Signed this .....day of .....2019.

.....  
Signature of shareholder(s)

.....  
Signature of Proxy holder(s)

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the office of the Registrar and Share transfer Agent of the Company Viz. Cameo Corporate Services Limited, "Subramaniam Building", No. 1, Club House Road, Chennai-600 002 at least 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10%, of the total share capital of the Company carrying voting rights may appoint a single person as a proxy. However, such person shall not act as proxy for any other shareholders.
3. For the resolutions, explanatory statement and notes, please refer to the Notice of the Annual General Meeting.
4. It is optional to indicate your voting preference. If you leave the Assent/dissent column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.