

ANNEXURE-5

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the Financial Year ended on 31st March, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and other details

i.	CIN	L72200TN1999PLC054429
ii.	Registration Date	24/11/1999
iii.	Name of the Company	SAKSOFT LIMITED
iv.	Category / Sub-Category of the Company	COMPANY LIMITED BY SHARES
v.	Address of the Registered office and contact details	Global Infocity, II Floor, Block - A, # 40 Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096. Office +91 44 24543500. Email: complianceofficer@saksoft.co.in or investorqueries@saksoft.co.in
vi.	Whether listed company	Yes. Listed with National Stock Exchange of India Limited (NSE) and in BSE under permitted trading category.
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Cameo Corporate Services Limited Subramanian Buildings No.1, Club House Road, Chennai - 600 002. Tel: +91-44-28460390, Fax: +91 - 44 - 28460129 Email: investor@cameoindia.com; Web-site: www.cameoindia.com

II. Principal Business Activities of the Company

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Computer Programming, Consultancy and Related Activities	620	100

III. Particulars of Holding, Subsidiary and Associate Companies

Sr No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Saksoft Inc. Suite 1240, 30 Montgomery Street, Jersey City, NJ 07302.	Foreign Company	Subsidiary	100	2(87)

Sr No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
2	Nanda Infotech Services Inc. (DBA Electronic Data Professionals) 3070, Bristol Pike, BLDG 2 Suite 107 Bensalem, PA 19020	Foreign Company	Subsidiary	Saksoft Inc. holds 100%	2(87)
3	Saksoft Solutions Limited Applicon House, Exchange Street, Stockport, United Kingdom, SK3 0EY	Foreign Company	Subsidiary	100	2(87)
4	Acuma Solutions Limited Applicon House, Exchange Street, Stockport, United Kingdom, SK3 0EY	Foreign Company	Subsidiary	Saksoft Solutions Limited holds 100%	2(87)
5	Acuma Software Limited Applicon House, Exchange Street, Stockport, United Kingdom, SK3 0EY	Foreign Company	Subsidiary	Saksoft Solutions Limited holds 100%	2(87)
6	Saksoft Pte Limited 10 Jalan Besar, #10-12 Sim Lim Tower, Singapore – 208787	Foreign Company	Subsidiary	100	2(87)
7	Threesixty Logica Testing Services Private Limited Global Infocity, Block A, II Floor, No. 40, Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai – 600096.	U72900TN2009PTC120672	Subsidiary	100	2(87)
8	Threesixty Logica Testing Services Inc. 640 W California Ave, Suite 210, Sunnyvale, CA 94086	Foreign Company	Subsidiary	Threesixty Logica Testing Services Pvt. Ltd. Holds 100%	2(87)
9	DreamOrbit Softech Private Limited No.19, Ascend, 2nd Floor, 1st cross, 17th C Main, Koramangala 5th Block, Bangalore, Karnataka - 560095.	U72100KA2010PTC052990	Subsidiary	80%	2(87)
10	DreamOrbit Inc., 2711 Centerville Road Suite 400, Wilmington, Delaware 19808	Foreign Company	Subsidiary	DreamOrbit Softech Private Limited holds 100%	2(87)
11	Faichi Solutions Inc., 640 W. California Ave Sunnyvale, CA 94086 Phone: +1(408)-769-4941	Foreign Company	Subsidiary	Saksoft Inc holds 100%	2(87)

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year 01.04.2018				No. of Shares held at the end of the year 31.03.2019				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A	Promoter									
1)	Indian									
a)	Individual/ HUF	2318640	0	2318640	22.1349	2218640	0	2218640	21.18	-0.95
b)	Central Govt	0	0	0	0	0	0	0	0	0
c)	State Govt(s)	0	0	0	0	0	0	0	0	0
d)	Bodies Corp	4836465	0	4836465	46.1715	5030865	0	5030865	48.03	1.86
e)	Banks / FI	0	0	0	0	0	0	0	0	0
f)	Any Other	0	0	0	0	0	0	0	0	0
	Sub-total(A)(1):-	7155105	0	7155105	68.3064	7249505	0	7249505	69.21	0.91
2)	Foreign									
g)	NRIs-Individuals	0	0	0	0	0	0	0	0	0
h)	Other-Individuals	0	0	0	0	0	0	0	0	0
i)	Bodies Corp.	0	0	0	0	0	0	0	0	0
j)	Banks / FI	0	0	0	0	0	0	0	0	0
k)	Any Other	0	0	0	0	0	0	0	0	0
	Sub-total (A)(2):-	0	0	0	0	0	0	0	0	0
	Total (A)	7155105	0	7155105	68.3064	7249505	0	7249505	69.21	0.91
B.	Public Shareholding									
1.	Institutions	0	0	0	0	0	0	0	0	0
a)	Mutual Funds	0	0	0	0	0	0	0	0	0
b)	Banks / FI	981	0	981	0.0093	3094	0	3094	0.03	0.0201
c)	Central Govt	0	0	0	0	0	0	0	0	0
d)	State Govt(s)	0	0	0	0	0	0	0	0	0
e)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
f)	Insurance Companies	0	0	0	0	0	0	0	0	0
g)	FIs	0	0	0	0	0	0	0	0	0
h)	Foreign Venture Capital	0	0	0	0	0	0	0	0	0
i)	Others (specify) – Foreign Portfolio Investor (Corporate) Category II	48000	0	48000	0.4582	88500	0	88500	0.84	0.386
	Foreign Portfolio Investor (Corporate) Category III	5000	0	5000	0.0477	0	0	0		-0.0477
		53000	0	53000	0.5059	88500	0	88500	0.84	0.3389
	Sub-total (B)(1)	53981	0	53981	0.5153	91594	0	91594	0.8744	0.3590

Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2018				No. of Shares held at the end of the year 31.03.2019				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non Institutions									
a) Bodies Corp.	491172	0	491172	4.6889	224790	0	224790	2.15	-2.543
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	924666	2406	927072	8.8503	1049268	2406	1051674	10.04	1.189
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	1138983	0	1138983	10.8733	1130372	0	1130372	10.79	-0.0822
c) Others (Specify)									
Clearing Member	6807	0	6807	0.0649	2767	0	2767	0.0264	-0.0385
ESOP/ESOS/ESPS	4363	7000	11363	0.1084	3540	7000	10540	0.1006	-0.0078
Employee Trusts	532460	0	532460	5.0831	532460	0	532460	5.0831	0
Foreign Nationals	56	0	56	0.0005	56	0	56	0.0005	0
Foreign Portfolio Investor (Individual)					5000	0	5000	0.0477	0.0477
Hindu Undivided Family	95335	0	95335	0.9101	0	0	0	0	-0.9101
IEPF	870	0	870	0.0083	870	0	870	0.0083	0
Non Resident Indians	60896	0	60896	0.5813	73860	0	73860	0.7051	0.1237
Resident HUF	0	0	0	0	100612	0	100612	0.9604	0.9604
Trusts	900	0	900	0.0085	900	0	900	0.0085	0
Others	701687	7000	708687	6.7655	720065	7000	727065	6.9409	0.1754
Sub-total (B)(2)	3256508	9406	3265914	31.1781	3124495	9406	3133901	29.9179	-1.2602
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3310489	9406	3319895	31.6935	3216089	9406	3225495	30.7923	-0.9011
C Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	10465594	9406	10475000	100	10465594	9406	10475000	100	0

ii. Shareholding of Promoters

Sr no.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2018			Shareholding at the end of the year 31.03.2019			% change in shareholding during the year*
		No. of Shares	% of Total Shares of the Company	% of Shares pledged/ encumbered to Total Shares	No. of Shares	% of Total Shares of the Company	% of Shares pledged/ encumbered to Total Shares	
1.	Sak Industries Private Limited	4653315	44.42	Nil	4847715	46.28	Nil	1.86
2.	Aditya Krishna	2318640	22.13	Nil	2218640	21.18	Nil	-0.95
3.	Sonnet Trades & Investments Private Limited	183150	1.75	Nil	183150	1.75	Nil	0.00
	Total	7155105	68.30	Nil	7249505	69.21	Nil	0.91

iii. Change in Promoters Shareholding (Please specify, if there is no change)

Sr no.	Name of the Promoters	Shareholding at the beginning of the year 01.04.2018	Date wise increase/ decrease in promoters' Shareholding during the year specifying the reason for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)		Cumulative Shareholding during the year	Shareholding at the end of the Year 31.03.2019
1	Sak Industries Private Limited	4,653,315	16.05.2018	94,400 Market Purchase	4,747,715	4,847,715
			15.11.2018	1,00,000 Inter se promoter transfer	4,847,715	
3	Aditya Krishna	2,318,640	15.11.2018	1,00,000 Inter se promoter transfer	2,218,640	2,218,640

iv. Shareholding pattern of top ten shareholders (other than Directors, Promoters and holders of GDRs and ADRs) (Refer Note v below)

Sr No.	Name of the Shareholders	Shareholding at the beginning of the year 01.04.2018		Change in Shareholding during the year (Net)		Shareholding at the end of the year 31.03.2019	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	SAKSOFT EMPLOYEES WELFARE TRUST	532460	5.0831	0	0	532460	5.0831
2	B.BHARATHAN KANTHIMATHINATHAN	321775	3.0718	(71403)	0.6817	250372	2.3901
3	M UMayal	123577	1.1797	(4997)	0.0477	118580	1.1320
4	RAJASTHAN GLOBAL SECURITIES PRIVATE LIMITED	259809	2.4801	(146769)	1.4010	113040	1.0791

Sr No.	Name of the Shareholders	Shareholding at the beginning of the year 01.04.2018		Change in Shareholding during the year (Net)		Shareholding at the end of the year 31.03.2019	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
5	UMAMAHESWARI JANARTHANAN	183500	1.7517	(70908)	0.6769	112592	1.0748
6	PASSAGE TO INDIA MASTER FUND LIMITED	48000	0.4582	(40500)	0.3866	88500	0.8448
7	NIRAJKUMAR GANERIWALA	71500	0.6825	0	0	71500	0.6825
8	BHIMAVARAPU SRIDHAR REDDY	1003	0.0095	65901	0.6292	66904	0.6387
9	SHASHI GUPTA	0	0	65700	0.6272	65700	0.6272
10	ANNU THOMAS	57917	0.5529	0	0	57917	0.5529

v. Shareholding of Directors and Key Managerial Personnel:

Sr No.	Name of the Shareholders	Shareholding at the beginning of the year 01.04.2018	Change in the shareholding during the year (Net)	Shareholding at the end of the Year 31.03.2019
1	Aditya Krishna, Chairman and Managing Director	2318640	100000	2218640
2	Ajit Thomas, Director	100000	100000	0
3	Niraj Kumar Ganeriwala, CFO	71500	0	71500

Note for point no. iv and v above: The above details are given as on 31st March, 2019. The company is listed and 99.91% shareholding is in dematerialized form. Hence, it is not feasible to track movement of shares on daily basis. The aforesaid holding by top ten shareholders is due to market operations.

V. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Rs. in Mn)

Name of the Shareholders	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	173.71	245.00	-	418.71
i) Principal Amount	173.71	245.00	-	418.71
ii) Interest due but not paid	-	-	-	-
Total (i+ii)	173.71	245.00	-	418.71
Change in Indebtedness during the Financial year				
- Addition	73.91	25.00	-	98.91
- Reduction	(108.32)	-	-	(108.32)
Net Change	(34.41)	25.00	-	(9.41)
Indebtedness at the end of the financial year				
i) Principal Amount	139.30	270.00	-	409.30
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	139.30	270.00	-	409.30

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(Rs. in Mn)

Sr No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5.40	5.40
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit		
	- others, specify		
5	Others, please specify	-	-
6	Total (A)	5.40	5.40
	Ceiling as per the Companies Act, 2013	Being 5% of the net profits of the Company	

B. Remuneration to other directors:

Sr No.	Particulars of Remuneration	Sitting Fee paid for attending Board/ Committee Meetings	Commission Paid	Others, Please specify	Total Amount
1	Independent Directors				
	Mr. Amitava Mukherjee	0.12	0.15	Nil	0.27
	Mr. Ajit Thomas	0.11	0.15	Nil	0.26
	Mr. VVR Babu	0.10	0.15	Nil	0.25
2	Other Non-Executive Directors				
	Ms. Kanika Krishna	0.09	0.15	Nil	0.24
	Total managerial remuneration	0.42	0.60	Nil	1.02
	Ceiling as per the Companies Act, 2013	Being 1% of the net profits of the Company			

C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD

(Rs. in Mn)

Sr No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	Company Secretary	Total Amount
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7.54	1.40	8.94
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit			
	- others, specify	-	-	-
5	Others, please specify	-	-	-
6	Total (A)	7.54	1.40	8.94

VII. Penalties / Punishment/ Compounding of Offences:

There were no penalties, punishment or compounding of offences during year ended March 31, 2019.

For and on behalf of the Board

Place: Chennai
 Date: 27th May, 2019

Aditya Krishna
 Chairman & Managing Director