



CIN: L72200TN1999PLC054429

Regd office: Global Infocity Park, 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

Dated: May 27, 2020

Dear members

You are cordially invited to attend the 21st Annual General Meeting of the members of Saksoft Limited (“the Company”) to be held on Monday, August 10, 2020 at 10.30 A.M. IST through Video Conference/ Other Audio Visual Means (OAVM) facility.

The Notice of the meeting, containing the business to be transacted, is enclosed herewith. As per Section 108 of the Companies Act, 2013, (‘the Act’) read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company is pleased to provide its members the facility to participate at the Annual General Meeting through Video Conference/ Other Audio Visual Means (OAVM) facility.

Very truly yours,

Sd/-

Aditya Krishna

Chairman & Managing Director



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NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Twenty First Annual General Meeting (AGM) of the members of the Company will be held on Monday, the 10th day of August, 2020 at 10.30 A.M Indian Standard Time (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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 31st March 2020, 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 31st March 2020 together with the Report of the Auditors thereon.
2. To confirm the payment of Interim Dividends declared during the financial year 2019- 2020, on Equity Shares as the Final Dividend for the financial year 2019-2020.
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. Appointment of Mr.Ganesh Chella as an Independent Director
To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:
"RESOLVED THAT Mr.Ganesh Chella (DIN 01889831), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 3rd February, 2020 and who holds office up to the date

of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") but who is eligible for appointment be and is hereby appointed as Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the 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 and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the appointment of Mr.Ganesh Chella, 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 who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing 3rd February, 2020 to 2nd February, 2025 be and is hereby approved."

5. Appointment of Ms. Malini Thadani as an Independent Director

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Ms. Malini Thadani (DIN 01516555), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 27th May, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of

Section 161(1) of the Companies Act, 2013 ("Act") but who is eligible for appointment be and is hereby appointed as Director of the Company."

"**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the 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 and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the appointment of Ms. Malini Thadani, 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 who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing 27th May, 2020 to 26th May, 2025 be and is hereby approved."

6. Re- appointment of Mr. Aditya Krishna as Managing Director

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

"**RESOLVED THAT** subject to 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), approval of the Members be and is hereby accorded for the appointment of Mr. Aditya Krishna as Managing Director (DIN 00031345) of the Company, for a further period of five (5) years with effect from 1st April, 2021 to 31st March, 2026 on the terms and conditions including remuneration, perquisites and benefits as set out below:

Details of terms of remuneration: The Basic salary is Rs. 7,00,000/-per month.

Perquisites and allowances:

In addition to salary, the Managing Director shall be entitled to the following perquisites/benefits, which shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of any such rule, perquisite shall be evaluated at actual cost.

Perquisites include the following:

- A. Rent free residential accommodation or house rent allowance in lieu thereof.
- B. Actual Medical expenses incurred for self and family towards domiciliary and hospitalization expenses.
- C. Contribution to Provident Fund as per the rules of the Company.
- D. Club fees for two-clubs excluding admission and life membership fees.
- E. Leave Travel Concession once in a year for self and family to any place in India by Air/Rail/Road.
- F. Company maintained car with Driver.
- G. Telephone facility at residence.

"**RESOLVED FURTHER THAT** Members of the Nomination and Remuneration Committee be and are hereby severally authorized to sign and execute an agreement with Mr. Aditya Krishna, Managing Director on behalf of the Company and to alter and vary the terms and conditions of the said appointment and/ or agreement in such manner as it may deem fit and as may be agreed between the Board of Directors and Mr. Aditya Krishna."

"**RESOLVED FURTHER THAT** where in any financial year, during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the remuneration payable to him by way of salary, perquisites & allowances as noted above shall be paid as minimum remuneration for a period not exceeding 3 years, subject to the limits prescribed in Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as maybe prescribed by the Government from time to time and applicable to the Company."

"**RESOLVED FURTHER THAT,** subject to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company be

and are hereby severally authorized to make such other modifications, alterations, variations in the terms and conditions relating to remuneration of the Managing Director in terms of Schedule V and other applicable provisions of the Companies Act, 2013, at their own discretion from time to time."

"RESOLVED FURTHER THAT, wherever in any Act, Articles, Contract or otherwise it has been provided that any item relating to above matters shall have express approval of the Shareholders of the Company or the Company could carry out that transaction/activity only if the Shareholders

so authorizes, then and in that case this resolution hereby expressly authorizes and approves those transactions and it shall be deemed that such transactions/activities have been approved and permitted without any further action from the Shareholders."

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

Date: 27th May, 2020
Place: Chennai

S.Muthukrishnan
Company Secretary

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 to 6 of the Notice, is annexed hereto.
2. 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 to this notice.
3. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5th, 2020 read with circulars dated April 8th, 2020 and April 13th, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing Facility (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM
4. The Annual General Meeting (AGM) is convened through Video Conferencing Facility (VC) / Other Audio Visual Means (OAVM), in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8th, 2020 and MCA Circular No. 17/2020 dated April 13th, 2020 and MCA Circular No. 20/2020 dated May 05th, 2020.
5. The Members can join the Annual General Meeting in the Video Conferencing Facility (VC)/ Other Audio Visual Means (OAVM) mode, 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
6. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment

of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer at vsscruinizer@gmail.com by email from their registered email address.
8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12th, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories Registrar and Share Transfer Agent. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.saksoft.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com
9. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
11. Register of Members and Share Transfer Books of the Company is closed from Saturday, the 1st August, 2020 to Monday, the 10th August, 2020 for the purpose of Annual General Meeting of the Company.
12. As per Regulation 40 of SEBI LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01st, 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.
13. 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 Cameo Corporate Services Limited (Cameo) in case the shares are held by them in physical form.
14. 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.
15. 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.
16. 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.
17. 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.

18. Members seeking any information with regard to the accounts are requested to write to the Company on or before August 07th, 2020 5.00 PM (IST) in advance through email at complianceofficer@saksoft.co.in. The same will be replied by the Company suitably.
19. 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 dematerialised 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. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules
20. 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 2011-12 to IEPF on 23rd September, 2019. 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 2011-12 to 2018-19 as on 12th August, 2019 being the date of the last AGM is available on the website of the Company: <http://www.saksoft.com/company/investor-relations>.
21. Dividend for the year 2012-13 remaining unclaimed and unpaid will be transferred to IEPF during the second week of September 2020. 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.
22. All documents as mentioned in the resolutions are available for inspection by the Members in electronic mode at the Registered Office of the Company.
23. At the Eighteenth Annual General Meeting held on August 07th, 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 7th, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this Annual General Meeting.
24. The following documents will be available for inspection by the Members electronically during the 21st AGM. Members seeking to inspect such documents can send an email to complianceofficer@saksoft.co.in before August 07th, 2020, 5.00 pm (IST).
 - a) Certificate from the Statutory Auditors relating to the Company's Stock Options/Restricted Stock Units Plans under SEBI (Share Based Employee Benefits) Regulations, 2014.
 - b) Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.

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 6 of the accompanying Notice:

Item Nos. 4 & 5:

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Ganesh Chella (DIN 01889831) as an Additional Director of the Company and also as Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from 3rd February, 2020 to 2nd February, 2025 subject to approval of the Members.

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Ms. Malini Thadani (DIN 01516555) as Additional Director of the Company and also as an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from 27th May, 2020 till 26th May, 2025 subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act, each of these Directors shall hold office up to the date of this Annual General Meeting ("AGM") and are eligible to be appointed as Directors. The Company has received declarations from Mr. Ganesh Chella and Ms. Malini Thadani, Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, they have 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, each of these Directors fulfil the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as Independent Director and they are independent of the management of the Company.

Item No. 6:

Mr. Aditya Krishna was appointed as the Managing Director for a period of five years with effect from 1st April, 2016 till 31st March, 2021. This item is placed before the shareholders for their approval as a special resolution for his reappointment for another period of five years from 1st April, 2021 till 31st March, 2026.

Mr. Aditya Krishna, the founder promoter and the Managing Director of Saksoft Limited has been instrumental in driving the business development efforts of the Group with over three decades of experience in banking, financial services and IT industry. He has contributed significantly to the growth of the company in every year of its operation and under his able leadership Saksoft today has grown into a multi-faceted conglomerate with an excellent reputation for software development and testing services across industry verticals. In view of his valuable contribution and his profound knowledge of the industry and business acumen, the Board considers it desirable in the interest of the company to reap the benefit of his leadership for its continued growth in future and has approved his reappointment for a further period of five years, subject to the approval of the shareholders in the Annual General Meeting on the following terms of remuneration. Currently Mr. Aditya Krishna is the only Whole time Director of the Company. Details of terms of remuneration:

The Basic salary is Rs. 7,00,000/- per month.

Perquisites and allowances:

In addition to salary, the Managing Director shall be entitled to the following perquisites/benefits, which shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of any such rule, perquisite shall be evaluated at actual cost. Perquisites include the following:

- A. Rent free residential accommodation or house rent allowance in lieu thereof.
- B. Actual Medical expenses incurred for self and family towards domiciliary and hospitalization expenses.
- C. Contribution to Provident Fund as per the rules of the Company.
- D. Club fees for two-clubs excluding admission and life membership fees.
- E. Leave Travel Concession once in a year for self and family to any place in India by Air/Rail/Road.
- F. Company maintained car with Driver.
- G. Telephone facility at residence.

Minimum remuneration:

Notwithstanding anything contained above, where in any financial year during the currency of the tenure of the

Managing Director, the company has no profits or the profits are inadequate, the company shall pay the aforesaid remuneration as minimum remuneration subject to all statutory approvals as may be required from time to time.

Sitting Fees:

Sitting fees will not be payable for attending the meeting of the Board of Directors or any committee thereof from the date of appointment.

Statement pursuant to the provisions of Part II Section II of Schedule V of the Companies Act, 2013 in respect to reappointment of Mr. Aditya Krishna as Managing Director

I. General Information:

(1) Nature of industry:

Saksoft Limited is a leading player in providing digital transformation solutions to help businesses stay relevant in a highly connected, rapidly evolving world. Saksoft is a niche technology specialist that provides a comprehensive suite of business transformation, information management, application development and testing services. Saksoft helps their clients level the playing field by helping them transform their business spaces.

- (2) Date or expected date of commencement of commercial production: Not Applicable as the Company is already in Operations.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable
- (4) Financial performance based on given indicators: (Rs. in Million)

| Particulars | For the year ended 31st March, 2016 (Audited) | For the year ended 31st March, 2017 (Audited) | For the year ended 31st March, 2018 (Audited) | For the year ended 31st March, 2019 (Audited) | For the year ended 31st March, 2020 (Audited) |
|-------------------|---|---|---|---|---|
| Total Income | 551.11 | 533.26 | 647.43 | 999.57 | 1285.23 |
| Profit before Tax | 145.35 | 86.89 | 119.95 | 209.15 | 356.96 |
| Profit after tax | 104.74 | 61.30 | 91.08 | 163.05 | 294.55 |

(5) Foreign investments or collaborations, if any.

The Company has not entered into any foreign collaboration. As per the shareholding pattern as on 31st March, 2020, Foreign Portfolio Investor (FPI) holds 102300 equity shares aggregating to 0.98% of the total equity share capital of the Company.

Citibank India’s credit card portfolio. Mr. Aditya Krishna was the founder promoter of Nation Wide Finance Ltd. and was the Managing Director of the company from 1995 to 2001. In year 2000, Mr. Aditya Krishna sold 74% of the company to Citigroup, Inc and managed a transition to a Citigroup management team for 12 months and sold the balance 26% to Citigroup in 2003. The company was called Citi financial Consumer Finance India Ltd and was the market leader in small ticket, sub prime lending and was a part of the global Citi financial finance arm of Citigroup. He was a Director in Kennametal India Ltd (erstwhile Widia (India) Ltd from 1991 to 2002 as a member of the promoter group. He was also on the board of ING Vysya Bank as an independent director from 2007 to 2013. Mr Aditya Krishna, with his banking and retail lending domain knowledge, founded Saksoft Ltd. in 2000 and at present is its Chairman and Managing Director

II. Information about the appointee:

(1) Background details

Mr. Aditya Krishna, the Founder and the Managing Director of the Saksoft Group, spearheads Saksoft 's growth across domains and geographies.

Mr. Aditya Krishna was with Citibank N.A, New York, USA from 1987 to 1990 as a member of the business analysis department of the Credit Card Business and from 1990 to 1995 was Vice President – Credit Director & Financial Controller, Citibank N.A, India responsible for managing

(2) Past remuneration (Rs.in Million)

| Particulars | FY 2015-16 | For FY 2016-17 | FY 2017-18 | FY 2018-19 | FY 2019-20 |
|------------------|---------------|-------------------|---------------|---------------|---------------|
| Salary Per Annum | 3.00 | 5.40 | 5.40 | 5.40 | 5.82 |

(3) Recognition or awards: Mr. Aditya Krishna has completed the owner President Management programme of the Harvard Business School.

(4) Job profile and his suitability: He is responsible for overall strategy and day to day management under the supervision and control of the Board of Directors of the Company

(5) Remuneration proposed

The remuneration paid/proposed to be paid during the tenure of his directorship is detailed in resolution No. 6 of this Notice.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The proposed remuneration is comparable and competitive, considering the industry, size of the company, the managerial position and the credentials of Mr. Aditya Krishna.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Aditya Krishna is a promoter holding 22,18,640 equity shares in the Company. He has provided the personal guarantee for the term loan and other working capital facilities availed by the Company from banks. He is also a Director and Shareholder in Sak Industries Private. Limited, a company forming part of the Promoter group.

III. Other information:

(1) Reason of loss or inadequate profits:

At present, the Company has adequate profits. The Company is in a growth stage and revenues are increasing gradually. The company is also investing in the resources and technology to enable the growth in revenues for the coming years that might impact the profitability of the Company in the coming years.

(2) Steps taken or proposed to be taken for improvements:

The Leadership team is more focused on increasing the market. The executive team of the Company are devoted to developing customer relationship for gaining more business from them. The Company has implemented cost control measures to ensure effectiveness and efficiency of costs incurred. Foreign exchange risks are also being mitigated through forward cover and hedging techniques.

(3) Expected increase in productivity and profits in measurable terms:

In view of the above mentioned steps being taken by the Company, the productivity is expected to increase and consequently the profits are also expected to increase in measurable terms.

IV. Disclosures:

The details of remunerations and other information is given in the resolution and Corporate Governance report forming part of the Annual Report 2019-20.

Memorandum of Interest:

Mr. Aditya Krishna being a director of the Company is interested in his re-appointment as Managing Director. Ms. Kanika Krishna, Director being the daughter of Mr. Aditya Krishna may be deemed to be interested in his re-appointment as Managing Director.

No other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the re-appointment of Mr. Aditya Krishna as Managing Director. The Board recommends the resolution set forth in item no. 6 for the approval of the members.

The draft agreement to be entered into with the Managing Director for the appointment tenure from 1st April, 2021 till 31st March, 2026 is available for inspection and such document shall be so made available for inspection electronically during specified business and copies thereof shall also be available for inspection in electronic form.

By order of the Board of Directors
For Saksoft Limited

Date: 27th May, 2020
Place: Chennai

S.Muthukrishnan
Company Secretary

“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 | Aditya Krishna | Ganesh Chella | Malini Thadani |
|---|---|---|--|---|
| Brief Resume | 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 | M.A. in Economics from St Stephens College, New Delhi and MBA (Finance and Marketing) from Northeastern University, Boston, USA. | An alumna of XLRI, Jamshedpur, a professional member of the India Society for Applied Behavioral Science. He is trained and certified as a Coach by Dr. Skiffington, Australia and Coaching Foundation India. | Bachelor’s in History, Lady Shri Ram College, Delhi University. Master’s in History, Hindu College, Delhi University. Master’s in Public Administration, Ohio University, Ohio, USA. FT Board Director Diploma, Hong Kong. Insead Social Entrepreneurship Programme (ISEP), Insead, Paris, France. Diploma in Business and Government, Ecole Nationale d’Administration, Paris, France. |
| 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.Aditya Krishna brings with him over three decades of knowledge and experience in banking, financial services and IT industry. After a long career with Chase Manhattan Bank in New York and later with Citi bank, New York, he relocated to India in 1990, as part of a four-member team to establish Citi bank’s Credit Card business in the country. Aditya was instrumental in developing City Bank’s in-house software to run their credit card operations | Mr. Ganesh Chella has worked with a wide range of client organisations, his work with high growth entrepreneurial organisations to support their needs of managing growth as well as his work on organisation development assignments with top management. He pioneered the use of executive coaching for leader development in India. | With the acumen gained from two successful careers, the first in the Indian Revenue Service and the second at HSBC in India and Hong Kong, Ms.Malini Thadani advises corporates and not-for-profit Boards to design and operationalise the effective integration of sustainability, communications and investor relations into their strategic vision, so as to future-proof their organisations. |

| Particulars | Kanika Krishna | Aditya Krishna | Ganesh Chella | Malini Thadani |
|--|--|---|---------------|----------------|
| Directorships held in other listed companies | Nil | Nil | Nil | Nil |
| Chairman/ Member of the Committees of the Boards of the Listed Companies (other than Saksoft Limited) in which he/ she is a Director | Nil | Nil | Nil | Nil |
| No of shares held in the Company | Nil | 22,18,640 | 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. | Mr. Aditya Krishna is the father of Ms.Kanika Krishna, Non Executive Director of the Company. | Nil | Nil |

By order of the Board of Directors
For Saksoft Limited

Date: 27th May, 2020
Place: Chennai

S.Muthukrishnan
Company Secretary

VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars dated April 08th, 2020, April 13th, 2020 and May 05th, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the Annual General Meeting will be provided by CDSL. The instructions for e-voting are given herein below.

The e-voting period commences on Thursday, August 06th, 2020 (9:00 a.m. IST) and ends on Sunday, August 09th, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, August 03rd, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

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.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

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.

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 generate the password themselves to login to the e-voting system. Please refer point no (vi) of the remote e-voting process.

PROCESS AND MANNER FOR REMOTE E-VOTING

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" module.
- (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in dematerialised form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

| For Shareholders holding shares in Dematerialised Form and Physical Form | |
|--|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both dematerialised shareholders as well as physical shareholders). |
| Dividend Bank Details | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your dematerialised account or in the company records in order to login. |
| OR Date of Birth (DOB) | If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in dematerialised form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> // SAKSOFT LIMITED// on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a dematerialised account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the

instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING ANNUAL REPORT AND USER ID/PASSWORD FOR E-VOTING AND UPDATION OF BANK ACCOUNT MANDATE FOR RECEIPT OF DIVIDEND:

| | |
|------------------|---|
| Physical Holding | <p>Send a request to the Registrar and Transfer Agents of the Company, investor@cameoindia.com providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) for registering email address.</p> <p>Following additional details need to be provided in case of updating Bank Account Details:</p> <ul style="list-style-type: none"> a) Name and Branch of the Bank in which you wish to receive the dividend, b) the Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions d) 9 digit MICR Code Number, and e) 11 digit IFSC Code f) a scanned copy of the cancelled cheque bearing the name of the first shareholder. |
| Demat Holding | <p>Please contact your Depository Participant (DP) and register your email address and bank account details in your dematerialized account, as per the process advised by your DP.</p> |

The Company/Registrar and Share Transfer Agent shall coordinate with CDSL and provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE ANNUAL GENERAL MEETING THROUGH VIDEO CONFERENCING FACILITY (VC) /OTHER AUDIO VISUAL MEANS (OAVM) ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting

system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Members who would like to express their views or ask questions during the AGM on video feature may register themselves as a speaker by sending a request from their registered email address mentioning their name, DP ID and Client ID/folio number and mobile number to complianceofficer@saksoft.co.in before 5 PM IST on August 07th, 2020. Members can also post their questions on the chat feature during the AGM. The Company reserves the right to limit the number of members asking questions depending on the availability of time at the AGM.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting

through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

- Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the EGM/AGM.

OTHER INSTRUCTIONS

- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting 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.
- The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.saksoft.com and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited viz., www.nseindia.com and BSE Limited www.bseindia.com, where the shares of the Company are listed.
- Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able

- to cast their vote.
- c. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - d. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz., vsscrutinizer@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
 - e. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533/022-2305 8542 / 022 2305 8543 / 022 2305 8738.
 - f. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533 /022-2305 8542 / 022 2305 8543 / 022 2305 8738.
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Information at a Glance

| Particulars | Details |
|--|--|
| Day, Date and Time | Monday, August 10, 2020 , 10.30 A.M. (IST) |
| Mode | Video Conference/ Other Audio-Visual Means |
| Participation through Video-Conferencing (CDSL) | https://www.evotingindia.com |
| Link for Remote e-voting through (CDSL) | https://www.evotingindia.com |
| Helpline number of CDSL for VC participation | 1800225533/ 02223058542 / 0222305 8543 / 0222305 8738. |
| Cut-off date for e-voting | Monday, the 3rd August, 2020 |
| E-voting start time and date | 9.00 A.M. (IST) 6th August, 2020 |
| E-voting end time and date | 5.00 P.M. (IST) 9th August, 2020 |
| E-voting website of CDSL | www.evotingindia.com |
| Book Closure Dates | Saturday, 1st August, 2020 till Monday, 10th August, 2020 |
| Name, address and contact details of e-voting service provider | Contact name Mr. Rakesh Dalvi, Manager, (CDSL) 'A' Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400013 Email id: helpdesk.evoting@cdslindia.com Contact No. 1800225533 /022-2305 8542 / 022 2305 8543 / 022 2305 8738. |
| Name, address and contact details of Registrar and Transfer Agent and Contact Name | Cameo Corporate Services Limited, Subramanian Buildings, No. 1, Club House Road, Chennai – 600 002 Ph: +91 44 28460390 Fax: +91 44 28460129 Ms. Sofia (Unit): SAKSOFT LIMITED |