



SAKSOFT LIMITED

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 26, 2022

Dear members

You are cordially invited to attend the 23rd Annual General Meeting of the members of Saksoft Limited (“the Company”) to be held on Tuesday, the 9th day of August, 2022 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 23rd (Twenty Third) Annual General Meeting (AGM) of the Members of the Company will be held on Tuesday, the 9th day of August, 2022 at 10.30 A.M (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, 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, 2022 together with the Report of the Auditors thereon.
2. To consider and approve a Final Dividend of 30% (Rs 3/- per Equity Share) on the Paid-up Equity Share Capital of the Company for the Financial Year 2021- 2022 in addition to the Interim Dividend of Rs. 3.00 per share paid during the year.
3. To appoint a Director in place of Ms. Kanika Krishna (DIN: 06954593) who retires by rotation and, being eligible, seeks re-appointment.
4. To approve the re-appointment of Statutory Auditors of the Company

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

"RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules. 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) of re-enactment thereof

for the time being in force) R.G.N Price & Co, Chartered Accountants (Firm Registration No – 0042785S) be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of the 28th Annual General Meeting to be held in FY 2027-28 at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the reimbursement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively."

Special Business:

5. a. To consider and if thought fit to pass the following Resolution as an Ordinary Resolution:
- b. To consider the Sub-Division of Equity Shares of the Company: To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and all other applicable provisions of the Companies Act, 2013 ("the Act"), Companies (Share Capital and Debentures) Rules, 2014 ("the Rules"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], , sanction(s) of the statutory or regulatory authorities, as may be required in this regard, consent of the Members of the Company be and is hereby accorded for sub-division of each existing equity share of face value of Rs. 10/- (Rupees Ten only) each into Ten (10) equity shares of face value of Re. 1/- (Rupee One Only) each, which shall rank pari passu in all respects with the existing equity shares with effect from the "Record Date", date to be determined by the Board of Directors or any Committee thereof, for this purpose

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company with effect from the record date, each equity share of the Company of face value of Rs. 10 (Rupees Ten Only) each in the issued, subscribed and paid-up equity share capital shall stand sub-divided into 10 (Ten) equity shares of face value of Re. 1/- (Rupee One Only) each.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make appropriate adjustments due to sub-division of Equity Shares to the outstanding options granted to the employees of the Company under Saksoft Ltd. - Employee Stock Option Plan, pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendments thereto from time to time, such that the exercise price for all outstanding options as on the 'Record Date' (as determined by the Board/ Committee thereof) shall be proportionately adjusted and the number of options which are available for grant and those already granted but not exercised as on the Record Date shall be appropriately adjusted.

RESOLVED FURTHER THAT upon sub-division of the equity shares as aforesaid and with effect from the record date, the existing share certificate(s) in relation to the issued equity shares of the face value of Rs. 10/- (Rupees Ten Only) each, shall be deemed to have been automatically cancelled and shall be of no effect and that the Board may, without requiring surrender of the existing Share Certificate(s) by the members, issue new Share Certificate(s) of the Company, in lieu of the existing share certificate(s) and in case of the equity shares held in the dematerialized form, the number of sub-divided equity shares shall be credited proportionately into the respective beneficiary demat accounts of the members of the Company held with Depository Participants, in lieu of the existing credits present in respective beneficiary demat accounts.

RESOLVED FURTHER THAT the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf], be and is hereby authorized to do all such acts, deeds, matters and things including to fix & announce record date, to make appropriate adjustments on account of sub-division of Equity Shares to the number, exercise price etc. of stock options granted/to be granted pursuant to various stock options scheme/plan of the Company with effect from the record date, to delegate all or any of its powers herein conferred to the Company Secretary or any other officer(s) of the Company, to give such directions as they may in

their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agent, depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, to settle any question, difficulty that may arise with regard to the sub-division of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution without any further approval of the shareholders."

- c. To consider and approve alteration of Capital Clause of the Memorandum of Association of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], subject to such approvals as may be necessary and subject to approval of sub-division of equity shares by the members, consent of the members of the Company be and is hereby accorded to alter and substitute the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

"The authorized share capital of the Company is Rs. 20, 00, 00,000 (Rupees Twenty Crores only) divided into 20, 00,00,000 (Twenty Crores) Equity Shares of Re. 1/- (Rupees One only) each"

RESOLVED FURTHER THAT the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf], be and is hereby authorized to undertake, execute all such acts, deeds, matters and things as they may deem necessary, proper and/ or expedient, to apply for requisite approval(s) of the statutory or regulatory authorities, as may be required, to carry out all requisite, incidental, consequential steps and to settle any question, difficulty or doubt that may arise in order to give full effect to this resolution."

6. To consider and approve the Commission and Sitting fees paid to Non Executive Directors (including Independent Directors):



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

"RESOLVED THAT further to the resolution passed by the shareholders at the 16th Annual General Meeting held on September 10, 2015 approving the Commission paid to Directors and pursuant to the provisions of Section 197, 198 and any other applicable provisions of the Companies Act 2013, including any amendments thereto or re-enactments thereof (the "Act") and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, ("SEBI Regulations"), the Non Executive Directors (including Independent Directors) of the Company be paid Commission on an Annual basis as the Board of Directors of the Company ("The Board") and or a Committee of the Board may determine, based on the performance and guidelines framed by the Board for this purpose and Sitting Fees and any other Fee for attending the Meetings of the Board/Committee thereof, provided that the aggregate remuneration including Commission paid to such Non Executive Directors shall not exceed one percent of the Net Profits of the Company in a Financial Year.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to the proposed resolution;

7. To consider and approve the request received from M/s. Sonnet Trade & Investments Private Limited belonging to "Promoter & Promoter Group" for reclassification to "Public category":

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

"RESOLVED THAT pursuant to provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations") and other applicable laws and subject to necessary approval of the Stock Exchanges and such other approvals as may be necessary, the approval of the Members be and is hereby accorded for reclassification of M/s Sonnet Trade & Investments Private Limited (hereinafter referred to as "Applicant") from "Promoter & Promoter Group" Category to "Public" Category."

"RESOLVED FURTHER THAT in terms of Regulation 31A(3) (b) of the SEBI LODR Regulations, it is hereby confirmed that the applicant along with persons related to it:

- i. shall not hold more than 10% of the total voting rights of the Company;

- ii. shall not exercise direct or indirect control over the affairs of the Company;
- iii. shall not represent the Board of directors (including not having a nominee director) of the Company neither are they acting as key managerial personnel in the Company;
- iv. shall not possess any special rights with respect to the Company either through any formal or informal arrangements including through any shareholders agreements;
- v. is not a 'wilful defaulter' as per the Reserve Bank of India guidelines;
- vi. is not a fugitive economic offender."

"RESOLVED FURTHER THAT on receipt of approval from Stock Exchanges on application for reclassification of above applicants into "Public" category, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and will ensure necessary compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions."

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to the foregoing resolution;

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and the reclassification, Mr Aditya Krishna, Chairman and Managing Director and/or Ms Meera Venkatramanan, Company Secretary be and are hereby authorised to sign and submit such intimations, disclosures, undertakings, confirmations, documents etc. as may be necessary to make the application for reclassification to the Stock Exchanges and to do all such acts, deeds, matters and things that may deem necessary or expedient in giving effect to aforementioned resolution."

By order of the Board of Directors
For Saksoft Limited

Date: May 26, 2022
Place: Chennai

Meera Venkatramanan
Company Secretary

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", circular no. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and Circular no. 02/2021 dated January 13, 2021 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and circular no 2/2022 dated May 5, 2022 in relation to "Clarification of holding of Annual General Meeting through Video Conferencing or Other Audio Visual Means" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic" and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID -19 pandemic" and circular no SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated - May 13, 2022 (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") setting out material facts concerning the Special business under Item Nos. 5 to 7 to the Notice, is annexed hereto. The relevant details, pursuant to Regulation 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.
3. The Members can join the AGM in the VC/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 atleast 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 AGM without restriction on account of first come first served basis.
4. 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. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting. Since the AGM will be held through VC/OAVM, the route map is not annexed in this Notice.
5. Participation of Members through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members of the Company under the category of Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are encouraged to attend and vote at the AGM through VC. Institutional/Corporate Members intending to authorise their representatives 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 evoting by email to vscrutinizer@gmail.com from their registered email address.
7. The following documents will be available for inspection by the Members electronically during the 23rd AGM. Members seeking to inspect such documents can send an email to complianceofficer@saksoft.co.in on or before August 08, 2022, 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.



8. 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 tenure of appointment of the Statutory Auditors is ending by the FY 2021-22. It is proposed to re-appoint M/s R.G.N Price & Co as Statutory Auditors for a second term from FY 2022-23 to FY 2027-28. The proposal is being placed before the Members for their consideration and approval.
9. In terms of the provisions of Section 152 of the Act, Ms. Kanika Krishna , Director retires by rotation at the Meeting. Details of the Director retiring by rotation/seeking appointment or re-appointment at this Meeting are provided in the "Annexure 1" to the Notice. Nomination and remuneration Committee and the Board of Directors of the Company recommend her reappointment. Ms. Kanika Krishna is interested in the Ordinary Resolution set out in item no. 3 of the Notice with regard to her re-appointment. Mr. Aditya Krishna, Executive Director, being related to Ms. Kanika Krishna, may be deemed to be interested in the resolution set out at Item No. 3 of the Notice. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item 3 of the Notice.
10. The Register of Members and Share Transfer Books of the Company is closed from Monday, August 01, 2022 to Tuesday, August 09, 2022 for the purpose of Declaration of Dividend and Annual General Meeting of the Company.
11. Members may note that the Board, at its meeting held May 26, 2022, has recommended a final dividend of Rs. 3/- per share. The final dividend, once approved by the Members in the ensuing AGM, will be paid electronically through various online transfer modes to those Members who have updated their bank account details. For Members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving dividend, Members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent ("RTA") (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date.
12. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its Members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the Central Depository Services (India) Limited ("CDSL"). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the "Instructions for e-voting" section which forms part of this Notice.
13. The Board has appointed Mr. V Suresh, Practicing Company Secretary, and failing Mr. Udaya Kumar K R, Partner of V Suresh Associates, Practicing Company Secretaries, Chennai as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
14. Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Tuesday, August 02, 2022 may cast their votes electronically. The e-voting period commences on Friday, August 05, 2022 (5.00 PM IST) and ends on Monday, August 08, 2022 (5.00 PM IST). The e-voting module will be disabled by CDSL thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on August 02, 2022. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purposes only.
15. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who 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 the e-voting system during the AGM.
16. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become Members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e August 02, 2022, may refer to the Notice of the AGM uploaded on the company's website and the website of the recognized Stock Exchanges i.e. www.nseindia.com and www.bseindia.com for evoting instructions.
17. 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 and relogged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-

lodgement of transfer deeds and the shares that are re-logged for transfer shall be issued only in demat mode. 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 Private Limited for assistance in this regard.

18. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ Registrar and Share Transfer Agents. Members may note that the Notice and Annual Report 2021-22 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 <https://www.evotingindia.com>.
19. 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 in case the shares are held by them in physical form.
20. 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.
21. 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.
22. 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.
23. 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.
24. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before August 06, 2022 5.00 PM (IST) through email to Complianceofficer@saksoft.co.in. The same will be replied by the Company suitably.
25. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within two working days of the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website, www.saksoft.com.
26. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

27. IEPF RELATED INFORMATION

1. 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.
2. 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.
3. 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.

- Members may note that the shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority.

28. DIVIDEND RELATED INFORMATION

- Members may note that the Board, at its meeting held May 26, 2022, has recommended a final dividend of Rs. 3/- per share. The final dividend, once approved by the Members in the ensuing AGM, will be paid electronically through various online transfer modes to those members who have updated their bank account details. For Members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving dividend, Members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's

Registrar and Transfer Agent ("RTA") (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date.

- Members whose shareholding is in electronic mode are requested to notify any change in address or bank account details to their respective depository participant(s) ("DP"). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System ("ECS") mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends.
- Pursuant to the requirement of the Income-tax Act, 1961, ("the IT Act"), the Company will be required to withhold taxes at prescribed rates on dividend paid to shareholders.
- The withholding tax rate would vary depending on the residential status of the shareholder and documents submitted by shareholder with the Company/ Cameo/ Depository Participant.

29. TAX ON DIVIDEND RELATED INFORMATION

a. For Resident Shareholders

Tax Deductible at Source (TDS) for Resident Shareholders

Sr No.	Particulars	Withholding Tax Rate	Documents required (if any) / Remarks
1	Valid PAN updated in Company's Register of Members	10%	No document Required
2	No PAN/Valid PAN not updated in the Company's Register of Members	20%	TDS/ Withholding tax will be deducted, regardless of dividend amount, if PAN of the shareholder is not registered with the Company/ Cameo/ Depository Participant. All the shareholders are requested to update, on or before August 2nd 2022, their PAN with their Depository Participant (if shares are held in electronic form) and Company / Cameo (if shares are held in physical form). Please quote all the folio numbers under which you hold your shares while updating the records. (Please refer point no. v given below in notes)
3	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate Specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before August 2, 2022

No Tax Deductible at Source (TDS) on dividend payment to Resident Shareholders if the Shareholders submit following documents as mentioned in column no.4 of the below table with the Company /Cameo/ Depository Participant on or before August 2, 2022.

Sr No. (1)	Particulars (2)	Withholding Tax Rate (3)	Documents required (if any) / Remarks (4)
1	Submission of Form 15G/15H	NIL	Declaration in Form No. 15G (applicable to an individual who is below 60 years) / Form 15H (applicable to an individual who is 60 years and above), fulfilling certain conditions
2	Any resident shareholder exempted from TDS deduction as per the provisions of Income Tax Act or by any other law or notification	Nil	Necessary documentary evidence substantiating exemption from deduction of TDS

B. For Non Resident Shareholders

The table below shows the withholding tax on dividend payment to non-resident shareholders who submit, on or before August 2nd, 2022 the following document(s), as mentioned in column no.4 of the below table, to the Company / Cameo. In case all necessary documents are not submitted, then the TDS/ Withholding tax will be deducted @ 20% (plus applicable surcharge and cess).

Sr No. (1)	Particulars (2)	Withholding Tax Rate (3)	Documents required (if any) / Remarks (4)
1	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Other Non Resident shareholders	20% (plus applicable surcharge and cess) or tax treaty rate, whichever is beneficial	FPI registration certificate in case of FIIs / FPIs. To avail beneficial rate of tax treaty following tax documents would be required: 1. Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received 2. PAN or declaration as per Rule 37BC of Income Tax Rules, 1962 in a specified format. 3. Form 10F filled & duly signed 4. Self-declaration for non-existence of permanent establishment/ fixed base in India (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non Resident shareholder and review to the satisfaction of the Company)
2	Availability of Lower/NIL tax deduction certificate issued by Income Tax Authority	Rate Specified in Certificate	Lower tax deduction certificate obtained from Income Tax Authority
3	Any non-resident shareholder exempted from Withholding Tax(WHT) deduction as per the provisions of Income Tax Act or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc.	Nil	Necessary documentary evidence substantiating exemption from WHT deduction

The Company will issue soft copy of the TDS certificate to its shareholders through e-mail registered with Cameo post payment of the dividend. Shareholders will be able to download Form 26AS

from the Income Tax Department's website <https://incometaxindiaefiling.gov.in>

The aforesaid documents such as Form 15G/ 15H, documents under sections 196, 197A, FPI Registration



Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be uploaded on the link www.cameo.com on or before August 2, 2022 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any communication on the tax determination/deduction received after August 2nd, 2022 shall not be considered.

Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company/ Cameo.

In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.

No TDS will be deducted in case of resident individual shareholders who furnish their PAN details and whose dividend does not exceed Rs. 5,000/-. However, where the PAN is not updated in Company/ Cameo/ Depository Participant records or in case of an invalid PAN, the Company will deduct TDS u/s 194 without considering the exemption limit of Rs. 5,000/-.

All the shareholders are requested to update their PAN with their Depository Participant (if shares are held in electronic form) and Company / Cameo (if shares are held in physical form) against all their folio holdings on or before August 2nd, 2022.

For resident shareholder, irrespective of updation of PAN, TDS is to be applied at higher rates where the shareholder has not filed Income Tax Return (ITR) for the previous financial year and TDS/TCS credit on their income exceeded Rs. 50,000/- per annum.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them

Explanatory Statement

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

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

Item No. 5(a) and 5(b)

Split of Face Value of shares from Rs 10/- to Re 1/- and consequent amendment in Memorandum of Association of the Company

With a view to have more participation from the investors in the scrip and to increase the liquidity of the shares of the Company, the Board recommends the sub-division of existing paid-up share capital of the Company i.e., 1,05,39,000 (one crore five lakh thirty nine thousand only) Equity Shares of Nominal Value of Rs 10/- (Rupees Ten only) each fully paid up into 10,53,90,000 (Ten crores fifty three lakhs ninety thousand only) Equity Shares of Re 1/- each.

The consent of the Members is sought through a Ordinary Resolution for sub-division of equity shares of the

Company into smaller denomination and consequently amend the Memorandum of Association. The Record date for this Corporate Action shall be fixed by the Board of Directors/ Committee thereof..

The Board of Directors at their Meeting held on May 26, 2022 have approved the Sub-Division of Share Capital and subsequently alteration of Capital Clause in the Memorandum of Association of the Company subject to the approval of shareholders of the Company.

The Directors, KMP, and their relatives of the Company may be deemed to be concerned or interested in the above said resolution to the extent of their respective shareholdings, if any, in the company to the same extent as that of every other Member of the Company.

The Board of Directors recommends passing of the proposed resolution in Item No.5 of accompanying Notice as an Ordinary Resolution

Item No. 6**Commission and Sitting fees paid to Non Executive Directors (including Independent Director)**

Pursuant to the provisions contained in Regulation 17 (6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Company seeks approval from the shareholders at the Annual General Meeting for the payment of remuneration by way of Commission and Sitting fees to the Independent Directors and Non Executive Director subject to the limits specified under the Companies Act 2013.

Item No. 7**Reclassification of Promoter Group**

The Company has received a request letter from one of the member of Promoter & Promoter Group namely M/s Sonnet Trade & Investments Private Limited ("Outgoing Promoter") dated May 19, 2022 requesting its reclassification from 'Promoter & Promoter Group' category to 'Public' category shareholder in accordance with the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations")

On the basis of the request received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of the SEBI LODR Regulations, the aforesaid Outgoing Promoter seeking reclassification has confirmed that –

- i. it does not hold more than ten percent of the total voting rights in the Company;
- ii. it does not exercise any control over the affairs of the Company whether directly or indirectly;
- iii. it does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholders agreements;
- iv. it does not represent on the Board of Directors of the Company;
- v. it does not act as a Key Managerial Person in the Company;

vi. is not a 'wilful defaulters' as per Reserve Bank of India guidelines;

vii. is not fugitive economic offenders.

Further, as required under Regulation 31A(3)(c) of the SEBI LODR Regulations:

- a) The Company is in compliance with requirements of minimum public shareholding as required under Regulation 38 of the SEBI LODR Regulations;
- b) The trading in equity shares of the Company have not been suspended by the stock exchanges where equity shares of the Company are listed;
- c) The Company does not have outstanding dues to the SEBI, stock exchanges or the depositories.

Further, the Outgoing promoter has confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A of SEBI LODR Regulations.

The said requests for reclassification from the Outgoing promoter was considered, analysed and approved by the Board of Directors at their meeting held on May 26, 2022, which further require members' approval by way of an Ordinary Resolution, and stock exchanges approval subsequently.

None of the director, Key Managerial persons of the Company and their relatives is/are concerned or interested in the resolution.

The Board recommends the resolution set forth in Item no. 5 to 7 for the approval of members.

By order of the Board of Directors
For Saksoft Limited

Date: May 26, 2022
Place: Chennai

Meera Venkatramanan
Company Secretary



“ANNEXURE 1”

In terms Regulation 36(3) of LODR and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, a brief resume of the Directors who are proposed to be appointed / re-appointed at this AGM are given below:

Followings shall be included under SS-2

1. Age of the Director
2. Terms and conditions of appointment or re-appointment
3. Date of first appointment on the Board
4. The number of Meetings of the Board attended during the year and other Directorships

Particulars	Kanika Krishna (DIN: 06954593)
Age	34 years
Date of first appointment on the Board	26/09/2014
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
Nature of expertise in specific functional area	Kanika Krishna joined Sak Abrasives Limited in 2012 and is responsible for the company’s growth in new markets and new areas. In the short time that she has been with the company, Kanika has grown the export business multi fold with focus on the UK and US markets. She has appointed manufacturer representatives and distributors in these markets to sell the company’s products and established a fully stocked warehouse for the company’s products in New Jersey, USA. She has demonstrated a quick understanding of the business and good leadership in her role with the Company. Prior to joining Sak Abrasives, Kanika worked with Deutsche Bank in India and Merrill Lynch in New York
Directorships held in other listed companies	Nil
Chairman/ Member of the Committees of the Boards of Listed Companies (Other than Saksoft Limited) in which he/ she is a Director	Nil
No of shares held in the Company	Nil
Inter- se relationship with any Director	Ms.Kanika Krishna is the daughter of Mr.Aditya Krishna, Promoter and Managing Director of the Company.
Terms and conditions of appointment or re-appointment	
The number of Meetings of the Board attended during the year and other Directorships	03

By order of the Board of Directors
For Saksoft Limited

Date: May 26, 2022
Place: Chennai

Meera Venkatramanan
Company Secretary

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice.

The instructions for e-voting are given herein below.

The e-voting period commences on Friday, August 05, 2022 (9:00 a.m. IST) and ends on Monday, August 08, 2022 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, August 02, 2022 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) failing Mr.Udaya Kumar K R, Partner of V Suresh Associates, Practising Company Secretaries, Chennai 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 obtain the login ID and password by sending a request at 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.

The details of the process and manner for remote e-voting and joining the AGM are explained in Annexure 2 of this Notice.



ANNEXURE-2

1. The voting period begins on Friday, August 05, 2022 (9:00 a.m. IST) and ends on Monday, August 08, 2022 (5:00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
4. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
5. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

6. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
7. Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no - 1800225533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30



Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) 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.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat 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.
 - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • 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.

- 8. After entering these details appropriately, click on "SUBMIT" tab.
- 9. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 10. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 11. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 12. 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.
- 13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 14. 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.
- 15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

16. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 17. If a demat 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.
 18. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
 - 19. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

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 will be mapped automatically & can be delink in case of any wrong mapping.

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.

Alternatively Non Individual shareholders are required mandatorily 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; complianceofficer@saksoft.co.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**
1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
 2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
 3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
 4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 6. 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.
 7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 05 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 05 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
 8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 9. Only those shareholders, who are present in the AGM/EGM 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 EGM/AGM.
 10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository

Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 on toll free no. 1800 22 55 33.