

No.28, 1st Floor, Ganapathy Colony, IIIrd Street, Teynampet, Chennai - 600 018.

Scrutinizer's Report

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

Dated: 10.08.2022

To
The Chairman of the Annual General Meeting
M/s. SAKSOFT LIMITED,
Chennai.

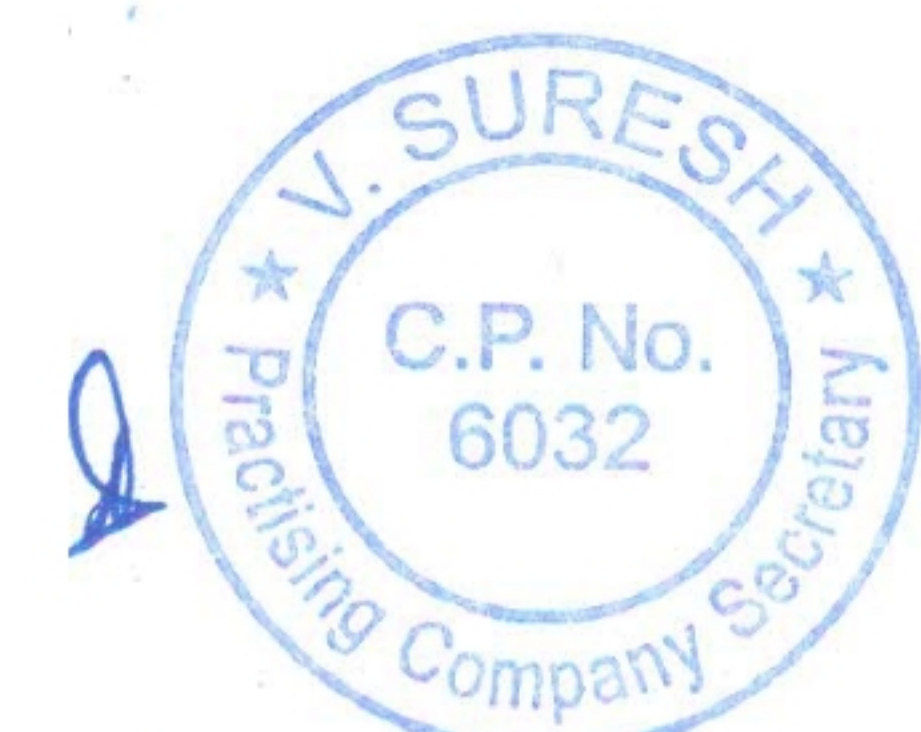
Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 23rd Annual General Meeting of M/s. Saksoft Limited, held on Tuesday, August 09, 2022 at 10:30 A.M through video conferencing ('VC') / other audio visual means ('OAVM').

I, V Suresh, Practising Company Secretary, have been appointed by the Board of Directors of M/s. Saksoft Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting process and ascertaining the requisite majority, on the resolutions contained in the Notice to the Shareholders dated May 26, 2022 issued in accordance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and all other relevant circulars issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (referred to as 'SEBI Circulars'), Government of India, for the 23rd Annual General Meeting (AGM) of the Members of the Company, held on Tuesday, August 09, 2022 at 10:30 A.M through video conferencing ('VC') / other audio visual means ('OAVM').

I was also appointed as Scrutinizer to scrutinize the e-voting process during the said AGM.

The Notice dated May 26, 2022, as confirmed by the Company was sent in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to the shareholders whose email addresses are registered with the Company/Depositories, in compliance with the aforesaid MCA & SEBI Circulars.



The Public Advertisement with respect to dispatch of Notices and conducting of voting through electronic means was published in an English newspaper "Trinity Mirror" and in a vernacular newspaper "Makkal Kural" edition on July 16, 2022

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice of 23rd Annual General Meeting (AGM) of the Members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to presenting a Scrutinizer's Report on the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The remote e-voting system remained open from Friday, August 05, 2022 (9.00 a.m. IST) to Monday, August 08, 2022 (5.00 p.m. IST) (both days inclusive).

The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.

The Corporate Members who had participated in the remote e voting had provided scanned copy of the resolution passed at their Board of Directors Meeting for authorization to exercise their votes through e-voting.

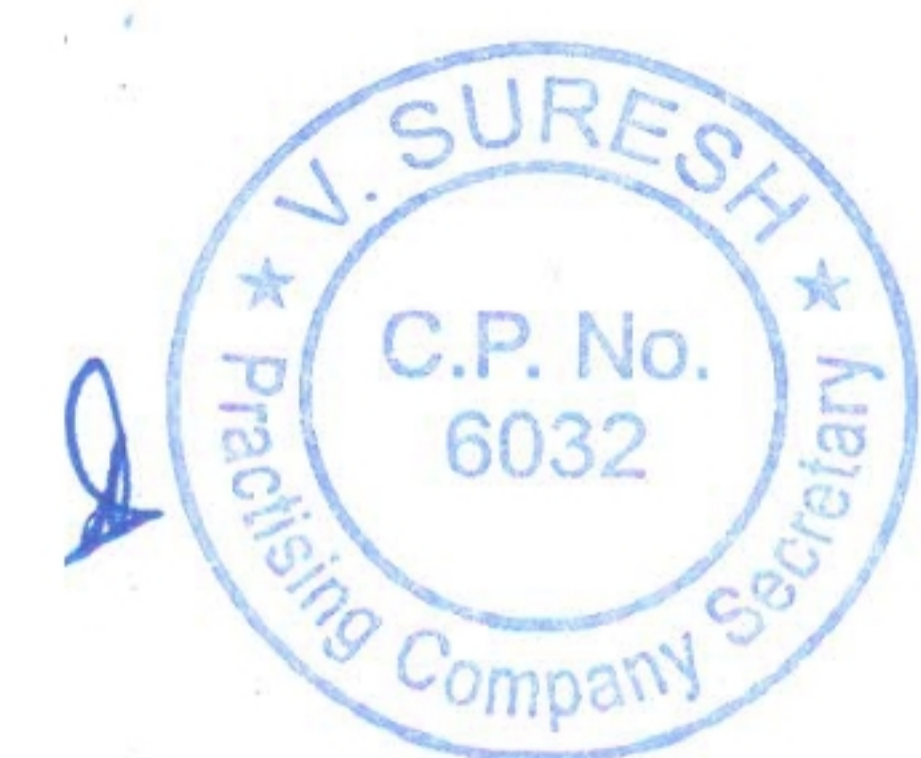
The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The Members of the Company as on the "cut-off" date i.e. August 02, 2022 were entitled to vote on the resolutions (items no. 1 to 7 as set out in the notice of the 23rd AGM of the Company.)

After the closure of remote e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.

Thereafter, the consolidated results containing, inter alia, list of Equity Shareholders, who voted "for", "against" or "abstained", in respect of the each of the resolutions that were put to vote, were generated from the e-voting website of M/s. Central Depository Services (India) Limited ('CDSL') (i.e.) <https://www.evotingindia.com> and remote e-voting at the AGM, was prepared.

The consolidated results are as follows:



Resolution No 1: Ordinary Resolution

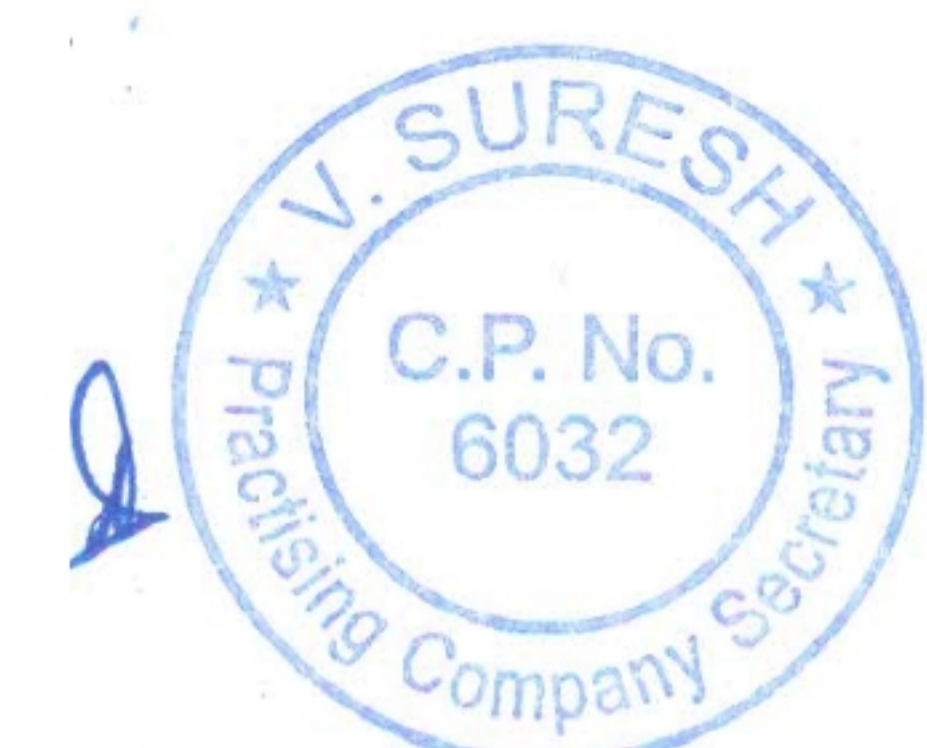
(a) Ordinary Business: Adoption of Audited standalone financial statements for the financial year ended 31st March 2022 & (b) Adoption of Audited Consolidated Financial statements for the financial year ended 31st March 2022.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-voting	75,59,569	91	75,59,569	100.00	-	-	-	-	30,200
Voting at AGM	2	1	2	100.00	-	-	-	-	-
TOTAL	75,59,571	92	75,59,571	100.00	-	-	-	-	30,200

Resolution No 2: Ordinary Resolution

Ordinary Business: Approval of 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

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-voting	75,89,569	92	75,89,569	100.00	-	-	-	-	200
Voting at AGM	2	1	2	100.00	-	-	-	-	-
TOTAL	75,89,571	93	75,89,571	100.00	-	-	-	-	200



Resolution No 3: Ordinary Resolution

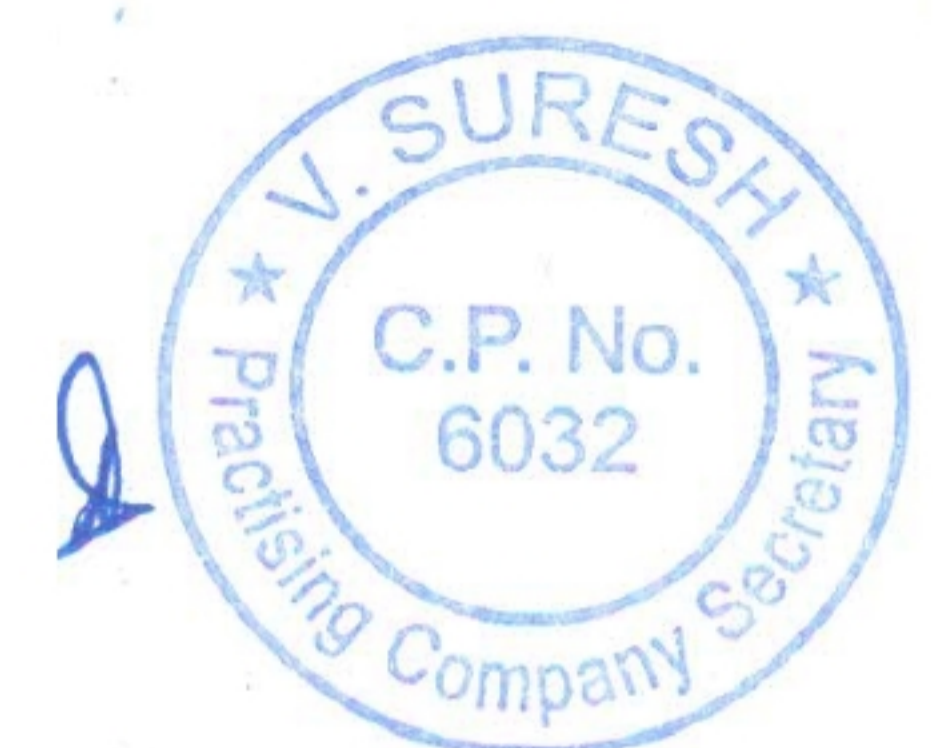
Ordinary Business: Appoint a Director in place of Ms. Kanika Krishna (DIN: 06954593) who retires by rotation and, being eligible, seeks re-appointment.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-voting	75,89,669	88	75,89,485	99.99	5	184	0.01	-	100
Voting at AGM	2	1	2	100.00	-	-	-	-	-
TOTAL	75,89,671	89	75,89,487	99.99	5	184	0.01	-	100

Resolution No 4: Ordinary Resolution

Ordinary Business: Approve the re-appointment of Statutory Auditors of the Company.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-voting	75,89,654	88	75,89,493	99.99	4	161	0.01	-	115
Voting at AGM	2	1	2	100.00	-	-	-	-	-
TOTAL	75,89,656	89	75,89,495	99.99	4	161	0.01	-	115



Resolution No 5: Ordinary Resolution

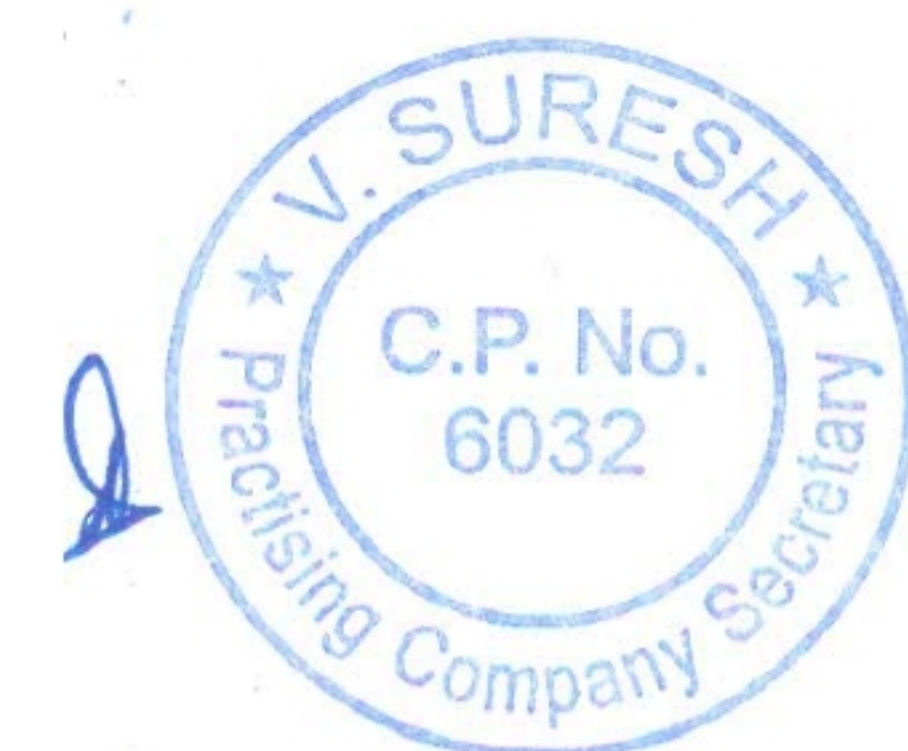
Special Business: (a) Consider the Sub-Division of Equity Shares of the Company & (b) Consider and approve alteration of Capital Clause of the Memorandum of Association of the Company.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-voting	75,89,654	92	75,89,654	100.00	-	-	-	-	115
Voting at AGM	2	1	2	100.00	-	-	-	-	-
TOTAL	75,89,656	93	75,89,656	100.00	-	-	-	-	115

Resolution No 6: Ordinary Resolution

Special Business: Approval of Commission and Sitting fees paid to Non-Executive Directors (including Independent Directors).

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-voting	75,89,654	76	74,44,429	98.09	16	1,45,225	1.91	-	115
Voting at AGM	2	1	2	100.00	-	-	-	-	-
TOTAL	75,89,656	77	74,44,431	98.09	16	1,45,225	1.91	-	115



Resolution No 7: Ordinary Resolution

Special Business: Approval for request received from M/s. Sonnet Trade & Investments Private Limited belonging to "Promoter & Promoter Group" for reclassification to "Public category".

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-voting	75,89,754	79	74,44,489	98.09	14	1,45,265	1.91	-	15
Voting at AGM	2	1	2	100.00	-	-	-	-	-
TOTAL	75,89,756	80	74,44,491	98.09	14	1,45,265	1.91	-	15

All the resolutions have been passed with requisite majority.

Thanking you,

Yours Faithfully,



V Suresh
Practising Company Secretary
CP No. 6032
UDIN: F002969D000776654

