



**Scrutinizer's Report**

The Chairman  
SAKSOFT LIMITED  
SP Infocity, Block A, 2<sup>nd</sup> Floor,  
40, MGR Salai, Perungudi  
Kadanchavadi, Chennai-600096

Dear Sir,

**Scrutinizer's Report on postal ballot voting by way of remote voting by electronic means in respect of passing of the resolution set-out in the Notice dated 22<sup>nd</sup> September, 2023 through Postal Ballot.**

1. We, V Suresh Associates, Practising Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the Postal Ballot voting process in compliance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in a fair and transparent manner on the resolution contained in the postal ballot Notice dated 22<sup>nd</sup> September, 2023 ("Notice") issued in accordance with the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No.22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No 10/2021 dated June 23, 2021, Circular No 20/2021 dated December 8, 2021, Circular No 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs (MCA), Government of India (hereinafter referred to as "MCA Circulars") and SEBI vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 (collectively referred to as "SEBI Circulars").
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with relevant Rules thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Postal Ballot e- voting, on the resolutions contained in the Postal Ballot Notice pursuant to section 108 & 110 of the Companies Act, 2013 and rules thereunder. Our responsibility as a scrutinizer for e-voting and postal ballot process is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Cameo Corporate Services Limited, India the authorized agencies engaged by the Company.



3. We, submit herewith our report on the results of e-voting together with postal ballot as under:-

1. The Postal Ballot Notices were sent through email on 22<sup>nd</sup> September, 2023, to all the Shareholders, whose name(s) appeared on the Register of Members/list of beneficiaries as on 15<sup>th</sup> September, 2023.
2. Postal Ballot has been conducted in compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The Public Advertisement with respect to dispatch of Notices and conducting of voting was published in an English Newspaper Trinity Mirror (in English) and vernacular newspaper Makkal Kural (in Tamil) having a wide circulation, in their respective editions dated 22<sup>nd</sup> September, 2023.
4. The e-voting period remained open from Saturday, 23<sup>rd</sup> September 2023 (9:00 A.M. IST) to Sunday, 22<sup>nd</sup> October 2023 (5.00 PM. IST).
5. The Members of the Company as on the "cut-off" date i.e. 15<sup>th</sup> September, 2023, were entitled to vote on the resolutions in the Postal Ballot Notice.
6. The Corporate Members have provided the copy of the resolution passed at the Board of Directors for authorization to exercise their votes.
7. The votes cast were unblocked on Sunday, 22<sup>nd</sup> October 2023, in the presence of two (2) witnesses, who are not in the employment of the Company.

Thereafter, the details containing inter alia, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited, India (i.e.) <https://evoting.cdslindia.com> based on such reports the results of the e-voting is generated.

8. We submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the report generated from Central Depository Services (India) Limited website as under:



**SPECIAL BUSINESS****Item No 1: Special Resolution**

*Appointment of Ms. Kavitha Vijay (DIN: 01047261) as an Independent Director 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 |               |                 |
| Postal Ballot | 7,47,77,583       | 297                               | 7,42,46,699   | 99.29                                 | 30                           | 5,30,884      | 0.71                                  | -             | -               |

**Item No 2: Special Resolution**

*Approval of Amendment of Articles of Association of the Company to be in line with the Companies Act, 2013.*

| 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 |               |                 |
| Postal Ballot | 7,47,77,663       | 274                               | 7,17,58,163   | 95.96                                 | 55                           | 30,19,500     | 4.04                                  | -             | -               |

**Item No 3: Special Resolution**

*Approval of Amendment to Saksoft Limited Employee Stock Option Plan 2009.*

| 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 |               |                 |
| Postal Ballot | 7,47,77,622       | 295                               | 7,46,74,858   | 99.86                                 | 32                           | 1,02,764      | 0.14                                  | -             | -               |



**Item No 4: Special Resolution**

*Approval of winding up of Saksoft Limited Employee Stock Option Plan 2006 and utilize the remaining shares under ESOP Plan 2006 for Saksoft Limited Employee Stock Option Plan 2009.*

| 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 |               |                 |
| Postal Ballot | 7,47,77,582       | 292                               | 7,46,74,776   | 99.86                                 | 35                           | 1,02,806      | 0.14                                  | -             | -               |

**Item No 5: Special Resolution**

*Approval for Grant of Stock Options to the Employees of Group Companies including Subsidiary Companies or its Associate Companies in India or Outside India under Saksoft Limited Employee Stock Option Plan 2009.*

| 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 |               |                 |
| Postal Ballot | 7,47,77,582       | 270                               | 7,25,53,111   | 97.03                                 | 57                           | 22,24,471     | 2.97                                  | -             | -               |

**Item No 6: Special Resolution**

*Approval for the acquisition of Equity Shares by way of secondary acquisition under Saksoft Limited Employee Stock Option Plan.*

| 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 |               |                 |
| Postal Ballot | 7,47,77,613       | 293                               | 7,46,76,608   | 99.86                                 | 35                           | 1,01,005      | 0.14                                  | -             | -               |



*(Handwritten signature)*

**Item No 7: Special Resolution**

***Provision of Funds by the Company for the Purchase of its own Shares by the Saksoft Employee Welfare Trust ("Trust") for the benefit of Employees under Saksoft Limited Employee Stock Option Plan.***

| 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 |               |                 |
| Postal Ballot | 7,47,77,582       | 296                               | 7,47,70,732   | 99.99                                 | 31                           | 6,850         | 0.01                                  | -             | -               |

**Item No 8: Special Resolution**

***Approval for Making of Loans/Investments/Providing Guarantees/Security in Connection with a Loan made under Section 186 of the Companies Act 2013.***

| 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 |               |                 |
| Postal Ballot | 7,47,77,663       | 264                               | 7,17,51,727   | 95.95                                 | 65                           | 30,25,936     | 4.05                                  | -             | -               |

  


**Item No 9: Special Resolution**

***Appointment of Mr. Suresh Subramanian (DIN: 02070440) as an Independent Director 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 |               |                 |
| Postal Ballot | 7,47,77,623       | 302                               | 7,47,76,990   | 99.99                                 | 25                           | 633           | 0.01                                  | -             | -               |

9. All the Resolutions are passed as Special Resolution with requisite majority.
10. You may accordingly declare the result of the voting by Postal Ballot.



Place: Chennai  
Date: 24<sup>th</sup> October.2023

**For V Suresh Associates**

V Suresh  
Practising Company Secretary  
C.P.No: 6032  
UDIN: F002969E001434993