

**26<sup>th</sup> September 2014**

To  
The Listing Department  
The National Stock Exchange of India Limited  
"Exchange Plaza"  
Bandra Kurla Complex  
Bandra (E)  
Mumbai – 400 051

Dear Sir,

**Sub: Proceedings of Annual General Meeting of Saksoft Limited (SAKSOFT) held on  
26<sup>th</sup> September 2014**

Pursuant to the provision of the Clause 31(d) of the Listing Agreement, it is hereby informed that the 15<sup>th</sup> Annual General Meeting of Saksoft Limited was duly held on Friday, 26<sup>th</sup> September 2014 at 10.30 A.M at P.Obul Reddy Hall, Vani Mahal, 103, G.N.Chetty Road, T.Nagar, Chennai – 600 017.

The proper quorum was present and all the items of business as mentioned in the Annual General Meeting notice dated 4<sup>th</sup> August 2014 were discussed and based on the report of the Scrutnizer, all the resolutions were declared as duly passed by requisite majority by e-voting and poll.

**Ordinary Business**

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2014 and the Profit and loss Account of the Company for the year ended 31st March 2014 together with the Report of the Directors and the Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in the place of Mr. Autar Krishna (DIN 00031386), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To re-appoint M/s.Suri & Co., Chartered Accountants (Firm Registration No. 004283S) retiring Statutory Auditors of the Company as Auditors of the Company to hold office for a period of 3 years i.e from the conclusion of this meeting until the conclusion of the 18<sup>th</sup> Annual General Meeting.



## Special Business

5. To authorize the Board of Directors to borrow in excess of Paid-up capital and Free Reserves
6. To appoint Mr.R.Rajagopalan (DIN: 00003642) as an Independent Director for a period of 5 years with effect from 26<sup>th</sup> September 2014
7. To appoint Mr.Amitava Mukherjee (DIN: 00003285) as an Independent Director for a period of 5 years with effect from 26<sup>th</sup> September 2014
8. To appoint Mr.Ajit Thomas (DIN: 00018691) as an Independent Director for a period of 5 years with effect from 26<sup>th</sup> September 2014
9. To appoint Ms.Kanika Krishna (DIN: 06954593) as a Non-Executive Director
10. To amend the Employee Stock Option Plan 2009 with respect to extension of the Exercise period for the options.

Please note that the voting results were intimated to the Stock Exchange in the format prescribed under Clause 35 A of the Listing Agreement.

A copy of the Scrutinizer report is also attached.

Kindly take this intimation on record.

Thanking You

Yours truly,  
For **SAKSOFT LIMITED**

  
**COMPANY SECRETARY**





#28, 1st Floor, Ganapathy Colony, Illrd Street, Teynampet, Chennai - 600 018.

Scrutinizer's Report

[Pursuant to section 108 of Companies Act, 2013 and rule 20 (3) (xi) of the  
Companies (Management and Administration) Rules, 2014]

To

The Chairman of 15th Annual General Meeting of the members of

SAKSOFT LIMITED (the Company) to be held at 10.30 A.M on Friday, the 26th September, 2014 at P. Obul Reddy Hall, Vani Mahal, 103, G.N. Chetty Road, T.Nagar, Chennai – 600 017.

Dear Sir,

1 I, V Suresh, a Company Secretary in practice, have been appointed by the Board of Directors of SAKSOFT LIMITED (the Company) as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 15th Annual General Meeting (AGM) of the members of the Company, to be held at 10.30 AM on the 26th day of September, 2014 at P. Obul Reddy Hall, Vani Mahal, 103, G.N. Chetty Road, T.Nagar, Chennai – 600 017.

2 The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of 15th 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 of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited, India, the authorized agency to provide e-voting facilities, engaged by the Company

3 Further to the above, I submit my report as under:-





- 4 i. The e-voting period remained open from Saturday, 20th September, 2014 (9:00 am) to Monday, 22nd September, 2014 (6.00 PM)
- ii. The members of the Company as on the "cut-off" date i.e. 22th August, 2014 were entitled to vote on the resolutions (items no. 1 to 10 as set out in the notice of the 15th AGM of the Company.)
- iii. The votes cast were unblocked on 22th September 2014 and in the presence of 2 witnesses Mr. Ramakrishnan G and Mr. Udaya Kumar K R, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*K.P. Udaya Kumar*

Mr. Udaya Kumar K R

*G. Ramakrishnan*

Mr. Ramakrishnan G

- iv. 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 National Securities Depository Limited, India (i.e.) <https://www.evoting.nsdl.com/> and based on such reports generated, the result of the e-voting is as under:

## ITEM NO 1

### ORDINARY RESOLUTION FOR ADOPTION OF ACCOUNTS FOR THE YEAR ENDED 31.03.2014

- i. Voted in favour of the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 16                | 16            | 76,66,835                    | 99.99                                 |

- ii. Voted against the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 1                 | 1             | 200                          | 0.01                                  |



ITEM NO 2

ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND ON EQUITY SHARES

i. Voted in favour of the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 17                | 17            | 76,67,035                    | 100                                   |

ii. Voted against the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| Nil               | Nil           | Nil                          | Nil                                   |

ITEM NO 3

ORDINARY RESOLUTION FOR REAPPOINTMENT OF MR. AUTAR KRISHNA AS DIRECTOR

i. Voted in favour of the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 16                | 16            | 76,66,835                    | 99.99                                 |

ii. Voted against the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 1                 | 1             | 200                          | 0.01                                  |



ITEM NO 4

ORDINARY RESOLUTION FOR REAPPOINTMENT OF AUDITORS M/S. SURI & CO.,  
FOR 3 YEARS

i. Voted in favour of the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 15                | 15            | 76,66,635                    | 99.99                                 |

ii. Voted against the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 2                 | 2             | 400                          | 0.01                                  |

ITEM NO 5

SPECIAL RESOLUTION FOR BORROWING IN EXCESS OF PAID-UP CAPITAL  
AND FREE RESERVES

i. Voted in favour of the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 15                | 15            | 76,66,635                    | 99.99                                 |

ii. Voted against the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 2                 | 2             | 400                          | 0.01                                  |



ITEM NO 6

ORDINARY RESOLUTION FOR APPOINTMENT OF MR. R. RAJAGOPALAN  
AS AN INDEPENDENT DIRECTOR

i. Voted in favour of the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 15                | 15            | 76,66,635                    | 99.99                                 |

ii. Voted against the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 2                 | 2             | 400                          | 0.01                                  |

ITEM NO 7

ORDINARY RESOLUTION FOR APPOINTMENT OF MR. AMITAVA MUKHERJEE  
AS AN INDEPENDENT DIRECTOR

i. Voted in favour of the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 15                | 15            | 76,66,635                    | 99.99                                 |

ii. Voted against the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 2                 | 2             | 400                          | 0.01                                  |



ITEM NO 8

ORDINARY RESOLUTION FOR APPOINTMENT OF MR. AJIT THOMAS  
AS AN INDEPENDENT DIRECTOR

i. Voted in favour of the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 15                | 15            | 76,66,635                    | 99.99                                 |

ii. Voted against the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 2                 | 2             | 400                          | 0.01                                  |

ITEM NO 9

ORDINARY RESOLUTION FOR APPOINTMENT OF MS. KANIKA KRISHNA  
AS A NON-EXECUTIVE DIRECTOR

i. Voted in favour of the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 15                | 15            | 76,66,635                    | 99.99                                 |

ii. Voted against the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 2                 | 2             | 400                          | 0.01                                  |





ITEM NO 10

SPECIAL RESOLUTION FOR AMENDMENT TO THE EMPLOYEE STOCK OPTION PLAN 2009.

i. Voted in favour of the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 16                | 16            | 76,66,835                    | 99.99                                 |

ii. Voted against the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 1                 | 1             | 200                          | 0.01                                  |

Thanking You,  
Yours faithfully,



V Suresh  
Practising Company Secretary  
C.P No 6032  
Place: Chennai  
Date: 22.09.2014

