



B S S & ASSOCIATES **COMPANY SECRETARIES**

Flat No. 5A, Parameswara Apartments, Beside SBH, Anandnagar, Khairatabad, Hyderabad - 500 004.

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Consolidated Report of Scrutinizer on remote e-voting and voting through polling paper

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules 2015]

To
The Chairman,
SAGARSOFT (INDIA) LIMITED,
Plot No.111, Road No.10,
Jubilee Hills,
Hyderabad,
Telangana-500033.

We, **B S S & Associates**, Company secretaries, Hyderabad, were appointed by the Board of Directors of "**SAGARSOFT (INDIA) LIMITED**" ("**the Company**") for the purpose of scrutinizing the remote e-voting process and voting through polling paper at the 19th Annual General Meeting (AGM) of the members of the Company, in a fair and transparent manner and ascertain the requisite majority on remote e-voting and voting through polling paper carried out, as per the provisions the Companies Act,2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules 2015], on the resolutions item numbers 1 to 6 as set out in the Notice dated August 10th, 2015 of the 19th AGM of the members of **SAGARSOFT (INDIA) LIMITED**, held on 23rd day of September, 2015 at 11.30 a.m at Hotel Golkonda, Masab Tank, Hyderabad – 500 028. Accordingly, we submit the report on completion of remote e-voting and voting through polling paper, as under:-

1. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to remote e-voting and polling papers on the resolutions contained in the notice of AGM of the members of the Company. Our responsibility as Scrutinizer for the remote e-voting process and voting through ballot process conducted at the AGM is restricted to making Consolidated Scrutinizer's Report of the Votes cast 'In favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited ('Karvy'), the agency engaged by the Company to provide remote e-voting facility for e-voting and poll conducted at the AGM.
2. The remote e-voting period was open for three days from 9.00 am on 20th September, 2015 to 5.00 p.m on 22nd September, 2015.

S. Srikant
Hyderabad
Company Secretaries

3. The cut-off date for the purpose of determining the entitlement for voting, by remote e-voting or voting through polling paper, on the proposed resolutions was 16th September, 2015.
4. After the time fixed for closing of the poll by the Chairman, 1 ballot box kept for polling was locked in our presence with due identification mark placed by us.
5. The locked ballot box was subsequently opened in our presence along with two witnesses 1.Mr.M.Vijayakumar and 2.Ms.M.Avanisha residents of Hyderabad who are not employees of the company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the company.
6. As required under the said rules, after the closure of the voting at the Annual General Meeting, the votes cast through poll were counted, thereafter the votes cast under the remote e-voting facility were unblocked on 23rd September, 2015, in presence of Two witnesses 1.Mr.M.Vijayakumar and 2.Ms.M.Avanisha, who are not in employment with the company.
7. The poll papers, which were incomplete or otherwise found defective were treated as invalid and kept separately.
8. Summary of the e-voting and poll is as follows:

a) Resolution 1 (as an Ordinary Resolution)

Resolved that the audited accounts of the Company containing the Balance Sheet as at and the Statement of Profit and Loss for the year ended 31st March 2015 together with their annexure and the reports of the auditors and directors thereon be and are hereby received, considered, approved and adopted..

(i) Voted **in favour** of Resolution:

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	22	81507	2.96
Remote E-Voting	37	2873968	97.24
Total	59	2955475	100

(ii) Voted **against** the resolution

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	2	120	0.00
Remote E-Voting	Nil	Nil	Nil
Total	2	120	0.00

(iii) **Invalid Votes:**

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	2	1300
Remote E-Voting	Nil	Nil
Total	2	1300

b) Resolution 2 (as an Ordinary Resolution)

Resolved that Shri M.Jagadeesh (DIN: 01590689) be and is hereby re-appointed as a director liable to retire by rotation..

(i) Voted **in favour** of Resolution:

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	22	81507	2.96
Remote E-Voting	37	2873968	97.24
Total	59	2955475	100

(ii) Voted **against** the resolution

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	2	120	0.00
Remote E-Voting	Nil	Nil	Nil
Total	2	120	Nil

(iii) **Invalid Votes:**

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	2	1300
Remote E-Voting	Nil	Nil
Total	2	1300

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Hyderabad

c) Resolution 3 (as an Ordinary Resolution)

Resolved that Shri K.Pradeep Kumar Reddy (DIN:02598624) be and is hereby re-appointed as a director liable to retire by rotation.

(i) Voted **in favour** of Resolution:

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	22	81507	2.76
Remote E-Voting	37	2873968	97.24
Total	59	2955475	100

(ii) Voted **against** the resolution

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	2	120	0.00
Remote E-Voting	Nil	Nil	Nil
Total	2	120	0.00

(iii) **Invalid** Votes:

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	2	1300
Remote E-Voting	Nil	Nil
Total	2	1300

d) Resolution 4 (as an Ordinary Resolution)

RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014, the company hereby ratifies the appointment of M/s. C.Ramachandram & Co., (Firm Registration No.002864S), Chartered Accountants, as auditors of the company to hold office from the conclusion of this Annual General Meeting, till the conclusion of the 20th Annual General Meeting of the Company to be held in the calendar year 2016, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

S. Srilakshmi
Hyderabad

(i) **Voted in favour** of Resolution:

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	22	81507	2.76
Remote E-Voting	37	2873968	97.24
Total	59	2955475	100

(ii) **Voted against** the resolution

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	2	120	0.00
Remote E-Voting	Nil	Nil	Nil
Total	2	120	0.00

(iii) **Invalid** Votes:

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	2	1300
Remote E-Voting	Nil	Nil
Total	2	1300

e) Resolution 5 (as a Special Resolution)

RESOLVED THAT pursuant to the provisions of Sections 4 and 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, it is hereby resolved to substitute the Clause II of the MoA with the following:

II. The registered office of the company will be situated in the State of Telangana.

Resolved Further that pursuant to the provisions of Sections 4 and 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the consent of the company be and is hereby accorded for alteration of the Clause III of the MoA of the company by substituting the heading of Clause III (A) and III (B) in it with the following:

III (A) The objects to be pursued by the company on its incorporation are:

III (B) Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

S. S. Srikant

Resolved further that the Clause III (C) of the Memorandum of Association of the Company be and is hereby deleted.

Resolved Further that pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, consent of the company be and is hereby accorded to alter the Clause IV of the Memorandum of Association of the company by substituting the said Clause IV with the following:

IV. The liability of the members of the company is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

Resolved Further that pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, consent of the company be and is hereby accorded to substitute the existing Clause V of the Memorandum of Association with the following:

V. The Authorised Share Capital of the Company is Rs.7,00,00,000 (Rupees Seven Crores only) divided into 70,00,000 (Seventy Lakhs Only) Equity Shares of Rs.10/- each.

Resolved Further that for the purpose of giving effect to the aforesaid resolutions, the Board of Directors of the company be and is hereby authorized to take such steps and to do all such other acts and deeds as it may deem fit and appropriate and as may be necessary to settle any question, difficulty or doubt that may arise in regard to the said resolutions.

(i) Voted **in favour** of Resolution:

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	22	81507	2.76
Remote E-Voting	37	2873968	97.24
Total	59	2955475	100

(ii) Voted **against** the resolution

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
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Total	2	120	0.00


S. Srikant

(iii) **Invalid Votes:**

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	2	1300
Remote E-Voting	Nil	Nil
Total	2	1300

f) **Resolution 6 (as a Special Resolution)**

Resolved that pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) the regulations contained in the existing Articles of Association of the company be and are hereby altered by substituting its present Articles No.1 to 192 with a new set of Articles 1 to 120 as per the draft submitted to this meeting.

Resolved Further that the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.

(i) **Voted in favour** of Resolution:

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	22	81507	2.76
Remote E-Voting	37	2873968	97.24
Total	59	2955475	100

(ii) **Voted against** the resolution

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
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Hyderabad
Company Secretaries

(iii) **Invalid Votes:**

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	2	1300
Remote E-Voting	Nil	Nil
Total	2	1300

9. The Register, all other papers and relevant records relating to remote e-voting and voting by polling paper at 19th AGM shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully

*For B S S & Associates
Company Secretaries*

S. Srikanth
Partner
C.P. # 7999




Date: 26.09.2015
Place: Hyderabad

Witnesses:


1.M.Vijayakumar


2. M.Avanisha

Received the report


S.Sreekanth Reddy
(Chairman of the Meeting)

Date: 26.09.2015
Place: Hyderabad